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Hearing Date and Time: October 15, 2020 at 10:00 a.m. (Eastern Time) Response Deadline: October 9, 2020 at 4:00 p.m. (Eastern Time)

THIS OMNIBUS OBJECTION SEEKS TO DISALLOW AND EXPUNGE CERTAIN FILED PROOFS OF CLAIM. PARTIES RECEIVING THIS NOTICE OF THE DEBTORS' TWENTY-SECOND OMNIBUS OBJECTION TO PROOFS OF CLAIM SHOULD REVIEW THE OMNIBUS OBJECTION TO DETERMINE IF THEIR NAME(S) AND/OR PROOF(S) OF CLAIM ARE LOCATED IN THE OMNIBUS OBJECTION, AND/OR THE EXHIBIT ATTACHED THERETO, TO DETERMINE WHETHER THIS OMNIBUS OBJECTION AFFECTS THEIR PROOF(S) OF CLAIM.

IF YOU HAVE QUESTIONS, PLEASE CONTACT DEBTORS' COUNSEL, MICHAEL T. BUSCHMANN, ESQ., AT (212) 310-8016.

WEIL, GOTSHAL & MANGES LLP

767 Fifth Avenue

New York, New York 10153 Telephone: (212) 310-8000 Facsimile: (212) 310-8007 Ray C. Schrock, P.C. Jacqueline Marcus

Garrett A. Fail Sunny Singh

Attorneys for Debtors and Debtors in Possession

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E

(4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate

headquarters is 130 West 42nd Street, 17th Floor, New York, NY 10036.

Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation)

NOTICE OF HEARING ON DEBTORS' TWENTY-SECOND OMNIBUS OBJECTION TO PROOFS OF CLAIM (PROPERTY TAX CLAIMS)

PLEASE TAKE NOTICE that, on September 18, 2020, Sears Holdings Corporation and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**") filed the *Debtors' Twenty-Second Omnibus Objection to Proofs of Claim (Property Tax Claims)* (the "**Objection**") with the United States Bankruptcy Court for the Southern District of New York (the "**Court**").

PLEASE TAKE FURTHER NOTICE that the Objection requests that the Court disallow and expunge in full one or more proofs of claim (each a "Claim" and, collectively, the "Claims") listed on Exhibits A-C annexed to this Notice, on the ground(s) that such Claim(s) have been paid or satisfied or are duplicate claims of others filed. Any Claim that the Court disallows and expunges will be treated as if it had not been filed and the holder of such Claim will not be entitled to any distribution on account thereof.

PLEASE TAKE FURTHER NOTICE that the *Court-Ordered Claims Hearing Procedures* (the "Claims Hearing Procedures"), annexed to this Notice as <u>Exhibit D</u>, shall apply and govern the Objection. The Claims Hearing Procedures provide for certain mandatory actions by claimants (each, a "Claimant" and collectively, the "Claimants") within certain time periods. Therefore, please review the Claims Hearing Procedures carefully. Failure to comply with the Claims Hearing Procedures may result in the disallowance and expungement of a Claim without further notice to the applicable Claimant(s).

PLEASE TAKE FURTHER NOTICE that, if Claimant does NOT oppose the reduction, disallowance and expungement of its applicable Claim(s), then Claimant does NOT need to file a written response (the "**Response**") to the Objection and Claimant does NOT need to appear at the Hearing (as defined herein).

PLEASE TAKE FURTHER NOTICE that, if Claimant DOES oppose the reduction, disallowance and expungement of its applicable Claim(s), then Claimant MUST file with the Court <u>and</u> serve on the parties listed below a Response to the Objection, so as to be filed and received by no later than **October 9, 2020, at 4:00 p.m.** (**Prevailing Eastern Time**) (the "**Response Deadline**").

PLEASE TAKE FURTHER NOTICE that Response(s) to the Objection, if any, must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, and shall be filed with the Bankruptcy Court (i) by attorneys practicing in the Bankruptcy Court, including attorneys admitted *pro hac vice*, electronically in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov), and (ii) by all other parties-in-interest, on a CD-ROM, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and shall be served in accordance with the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the "Amended Case Management Order"), so as to be filed with the Bankruptcy Court and received by the parties listed below by or before the Response Deadline.

PLEASE TAKE FURTHER NOTICE that Response(s) to the Objection, if any, must contain, at a minimum, the following: (i) a caption setting forth the name of the Court, the names of the

Debtors, the case number, and the title of the Objection to which the Response is directed; (ii) the name of the Claimant and description of the basis for the amount of the Claim; (iii) a concise statement setting forth the reasons why the Claim should not be disallowed and expunged, as applicable, for the reasons set forth in the Objection, including, but not limited to, the specific factual and legal bases upon which Claimant will rely in opposing the Objection; (iv) all documentation or other evidence of the Claim, to the extent not included with the Claim previously filed with the Court, upon which Claimant will rely in opposing the Objection; (v) the address(es) to which the Debtors must return any reply to Claimant's Response, if different from that presented in the applicable Claim; and (vi) the name, address, and telephone number of the person (which may be Claimant or Claimant's designated legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve the Claim on Claimant's behalf.

PLEASE TAKE FURTHER NOTICE that the Court will consider a Response only if the Response is timely filed, served, and received in accordance with the above. A Response will be deemed timely filed, served, and received only if the original Response is <u>actually received</u> on or before the Response Deadline by (i) the chambers of the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601; (ii) Weil, Gotshal, & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (<u>Attn</u>: Ray C. Schrock, Esq., Jacqueline Marcus, Esq., Garrett A. Fail, Esq., and Sunny Singh, Esq.), attorneys for the Debtors; and (iii) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036 (<u>Attn</u>: Philip C. Dublin, Esq., Ira Dizengoff, Esq., and Sara Lynne Brauner, Esq.), attorneys for the Official Committee of Unsecured Creditors appointed in these cases.

PLEASE TAKE FURTHER NOTICE that, except as otherwise permitted under the Claims Hearing Procedures, a hearing to consider the Objection will be held before the Honorable Robert D. Drain, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601, on October 15, 2020, at 10:00 a.m. (Prevailing Eastern Time) (the "Hearing"). If Claimant files a Response to the Objection, Claimant should plan to appear at the Hearing. The Debtors, however, reserve the right to continue the Hearing on the Objection with respect to such Proof of Claim(s) or Ballot(s), then the Hearing on the Objection with respect to such Proof of Claim(s) will be held at a later date. If the Debtors do not continue the Hearing with respect to such Proof of Claim(s) or Ballot(s), then a Hearing on the Objection will be conducted on the above date.

PLEASE TAKE FURTHER NOTICE that if Claimant does not timely file and serve a Response to the Objection, the Debtors may, on or after the Response Deadline, submit to the Court an order substantially in the form of the proposed order annexed as **Exhibit D** to the Objection, which order may be entered without further notice or opportunity to be heard.

PLEASE TAKE FURTHER NOTICE that, if the Court does NOT disallow and/or expunge the Claims listed on **Exhibits A-C**, the Debtors retain the right to object on other grounds to the Claim(s) at a later date. Claimant will receive a separate notice of any such objection(s).

PLEASE TAKE FURTHER NOTICE that Claimant may participate in the Hearing telephonically, provided Claimant complies with the Court's instructions (including, without limitation, providing prior written notice to counsel for the Debtors and any statutory committee), which can be found on the Court's website at www.nysb.uscourts.gov.

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PLEASE TAKE FURTHER NOTICE that, if any Claimant wishes to view the complete Objection, such Claimant can do so for free at https://restructuring.primeclerk.com/sears. CLAIMANTS SHOULD NOT CONTACT THE CLERK OF THE COURT TO DISCUSS THE MERITS OF THEIR PROOF(S) OF CLAIM.

Dated: September 18, 2020

New York, New York

/s/ Garrett A. Fail

Ray C. Schrock, P.C.
Jacqueline Marcus
Garrett A. Fail
Sunny Singh
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue

New York, New York 10153 Telephone: (212) 310-8000 Facsimile: (212) 310-8007

Attorneys for Debtors and Debtors in Possession

Exhibit A

Disallowed Property Tax Claims

| Dof | | Proof of Claim No. to be | | Asserted 503(b)(9) Administrative | Asserted Administrative | Asserted Secured | Asserted Priority | Asserted General Unsecured | Asserted Total | Evitorit of | |
|----------|---------------------------------------------------------|--------------------------|---------------------------------------|-----------------------------------|----------------------------|------------------|----------------------|----------------------------|-------------------|--------------------------------------------|-------------------------------------------------------------------------------------------|
| Ref # | Name of Claimant | Disallowed and Expunged | Asserted Debtor | Priority Claim Amount | Priority Claim Amount | Claim Amount | Claim Amount | Claim Amount | Claim Amount | Extent of Allowed Claim | Reason for Proposed Disallowance |
| I. A | DRIAN CITY SUMMER | 14404 | Sears Holdings | \$13,170.17 | | | \$13,170.07 | | | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 2. A | NDERSON COUNTY, TEXAS | 3818 | Corporation Sears Holdings | | | \$7,029.77 | | | \$7.029.77 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | TASCOSA COUNTY | | Corporation | | | | | | | and expunged | full or otherwise satisfied |
| 3. A | TASCOSA COUNTY | 1065 | Sears Holdings Corporation | | | \$6,554.89 | | | \$6,554.89 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 1. A | TLANTA ISD | 20499 | Sears, Roebuck and Co. | | \$1,955.67 | | | | \$1,955.67 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 5. B | ASTROP COUNTY | 4806 | Sears Operations LLC | | | \$7,661.93 | | | \$7,661.93 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| , p | ENTON COUNTY TREASURER | 0.470 | Sears, Roebuck and Co. | | | \$4,475.08 | | | | and expunged | full or otherwise satisfied |
| | | 8472 | Sears, Noebuck and Co. | | | | | | \$4,475.00 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 7. B | EXAR COUNTY | 1250 | Sears, Roebuck and Co. | | | \$604,704.97 | | | \$604,704.97 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| i. B | EXAR COUNTY | 20201 | Sears, Roebuck and Co. | | \$419,476.90 | \$419,476.90 | | | \$838,953.80 | Disallowed in its entirety | Original claim amount was erroneously double |
|). B | LANCO CAD | 20364 | Sears, Roebuck and Co. | | | \$4,516.55 | | | \$4.516.55 | and expunged Disallowed in its entirety | counted. All amounts asserted in the Claim All amounts asserted in the Claim were paid in |
| | | | | | | ¥ 1,5 13.00 | A1 017 11 | | | and expunged | full or otherwise satisfied |
| 0. B | OX BUTTE COUNTY TREASURER | 19488 | Sears, Roebuck and Co. | | | | \$1,617.44 | | \$1,617.44 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 1. B | ROWARD COUNTY | 8627 | Sears Holdings Corporation | | | \$1,442.25 | | | \$1,442.25 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 2. B | ROWARD COUNTY | 8633 | Sears Holdings | | | \$32,297.34 | | | \$32,297.34 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 13. B | ROWARD COUNTY | 8640 | Corporation Sears Holdings | | | | \$1,035.73 | | ¢1 025 72 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | | Corporation | | | | | | | and expunged | full or otherwise satisfied |
| 14. B | ROWARD COUNTY | 8681 | Sears Holdings Corporation | | | | \$2,155.39 | | \$2,155.39 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 15. B | ROWN CAD | 352 | Sears Holdings | | | \$9,022.91 | | | \$9,022.91 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 16. B | rown County Appraisal District | 4717 | Corporation Sears, Roebuck and Co. | | | \$9,022.91 | | | \$9,022.91 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | | | | | 70,0==:01 | | | | and expunged | full or otherwise satisfied |
| 17. C | ALCASIEU PARISH SHERIFF & TAX OLLECTOR | 5390 | Sears Holdings Corporation | | | | \$158,167.28 | | \$158,167.28 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| | ALVERT COUNTY, MARYLAND | 4096 | Kmart Corporation | | | \$3,453.22 | | | \$3,453.22 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 19. C | HEROKEE CAD | 6997 | Sears Holdings | | | \$3,424.01 | | | \$3,424.01 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 20. C | HEROKEE COUNTY CAD | 2073 | Corporation | | | \$3,260.95 | | | \$3.260.05 | and expunged Disallowed in its entirety | full or otherwise satisfied |
| | | | Sears Holdings Corporation | | | \$5,200.93 | | | | and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 21. C | ITY OF ATLANTA | 20498 | Sears, Roebuck and Co. | | \$1,017.32 | | | | \$1,017.32 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 22. C | ITY OF CHATTANOOGA | 19811 | Sears, Roebuck and Co. | | | | \$5,332.22 | | \$5,332.22 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 23. C | ITY OF CLEBURNE | 3930 | Sears, Roebuck and Co. | | | \$3,320.33 | | | \$3.320.33 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | | | * | | * - / | | | | and expunged | full or otherwise satisfied |
| 24. C | ITY OF CUDAHY | 9964 | Sears Holdings Corporation | \$71,703.24 | | | | | \$71,703.24 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 25. C | ITY OF DEL RIO | 1278 | Sears, Roebuck and Co. | | | \$4,861.97 | | | \$4,861.97 | Disallowed in its entirety | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 26. C | ITY OF DEL RIO | 19861 | Sears, Roebuck and Co. | | | \$49.68 | | | \$49.68 | and expunged Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 27. C | ITY OF EAGLE PASS | 1448 | Sears, Roebuck and Co. | | | \$1,567.14 | | | \$1 567 14 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | | | | | ψ1,007.111 | | | | and expunged | full or otherwise satisfied |
| 28. C | ITY OF EAGLE PASS | 20495 | Sears, Roebuck and Co. | | \$1,492.72 | | | | \$1,492.72 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 29. C | ITY OF EL PASO | 1242 | Sears Holdings | | | \$85,391.81 | | | \$85,391.81 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 30. C | ITY OF EL PASO | 1301 | Corporation Sears, Roebuck and Co. | | | \$432,499.19 | | | \$432,499.19 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | ITY OF EL PASO | | Sears, Roebuck and Co. | \$233,399.51 | | | | | | and expunged | full or otherwise satisfied |
| | | 20372 | | ا د.۳۶د,د∠پ | | | | | | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 32. C | ITY OF GARLAND | 3879 | Sears, Roebuck and Co. | | | \$145,937.79 | | | \$145,937.79 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 33. C | ITY OF GRAPEVINE | 4053 | Sears, Roebuck and Co. | | | \$5,570.49 | | | \$5,570.49 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 34. C | ITY OF HAMPTON TREASURER'S | 9483 | Sears Operations LLC | | | \$23,108.58 | | | \$23.108 58 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| С | FFICE | | | | | , | 640.047.55 | | | and expunged | full or otherwise satisfied |
| | ITY OF LAREDO TAX DEPT. | 19560 | Sears Holdings Corporation | | | | \$16,347.66 | | \$16,347.66 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 36. C | ITY OF MCALLEN | 20368 | Sears, Roebuck and Co. | | | \$5,286.77 | | | \$5,286.77 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 37. C | ITY OF MCALLEN | 20374 | Sears Holdings | | | \$12,952.44 | | | \$12,952.44 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 8. C | ITY OF MESQUITE AND MESQUITE | 19697 | Corporation Sears Holdings | | \$102,044.44 | | | | \$102 044 44 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| IN | IDEPENDENT SCHOOL DISTRICT | | Corporation | | | | | | | and expunged | full or otherwise satisfied |
| | ITY OF MESQUITE AND MESQUITE IDEPENDENT SCHOOL DISTRICT | 20538 | Sears Holdings Corporation | | \$205,180.47 | | | | \$205,180.47 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| | ITY OF MINERAL WELLS | 3928 | Sears, Roebuck and Co. | | | \$1,633.65 | | | \$1,633.65 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 11. C | ITY OF PLEASANTON | 1112 | Sears Holdings | | | \$1,579.80 | | | \$1,579.80 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | | Corporation | | | | | | | and expunged | full or otherwise satisfied |

| | | | | Asserted 503/h)(9) | Schedule of Satisfie Asserted | d Claims to be Disallowe Asserted | | Asserted | Asserted | | |
|----------|------------------------------------------------------|---------------------------------|------------------------------------|-----------------------------------|----------------------------------|--------------------------------------|----------------------|-------------------|-----------------------|----------------------------------------------|----------------------------------------------------------------------------------|
| | | | | Asserted 503(b)(9) Administrative | Asserted Administrative | Asserted Secured | Asserted Priority | General Unsecured | Asserted Total | | |
| Ref | Name of Claimant | Proof of Claim No. to be | Asserted Dahter | Priority Claim | Priority Claim | Claim | Claim | Claim | Claim | Extent of | December Proposed Disallement |
| # 42. | Name of Claimant CITY OF ROANOKE TREASURER | Disallowed and Expunged 1847 | Asserted Debtor Sears Holdings | Amount | Amount | Amount \$76,160.57 | Amount | Amount | Amount \$76,160,57 | Allowed Claim Disallowed in its entirety | Reason for Proposed Disallowance All amounts asserted in the Claim were paid in |
| | | | Corporation | | | | | | | and expunged | full or otherwise satisfied |
| 43. | CITY OF STEPHENVILLE | 20361 | Sears, Roebuck and Co. | | \$1,331.85 | \$1,331.85 | | | \$2,663.70 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 14. | CITY OF WACO AND/OR WACO INDEPENDENT SCHOOL DISTRICT | 2319 | Sears Holdings Corporation | | | \$1,474.56 | | | \$1,474.56 | Disallowed in its entirety | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 45. | CITY OF WACO AND/OR WACO | 7250 | Sears, Roebuck and Co. | | \$55,260.99 | | | | \$55,260.99 | and expunged Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 46. | INDEPENDENT SCHOOL DISTRICT CITY OF WESLACO | 3531 | Sears, Roebuck and Co. | | | \$1,864.76 | | | \$1 864 76 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | | | | | | | | | and expunged | full or otherwise satisfied |
| 47. | CLARK COUNTY ASSESSOR | 20072 | Sears Holdings Corporation | | | \$7,038.90 | | | \$7,038.90 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 48. | CLEBURNE INDEPENDENT SCHOOL DISTRICT | 3944 | Sears, Roebuck and Co. | | | \$6,731.36 | | | \$6,731.36 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 49. | CLEVELAND ISD | 20287 | SEARS, ROEBUCK AND | | \$3,302.61 | | | | \$3,302.61 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 50. | CLEVELAND ISD | 4266 | Sears, Roebuck and Co. | | | \$3,302.61 | | | \$3,302.61 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 51. | COLLIN COUNTY TAX ASSESSOR / | 8926 | Sears Holdings | | | \$46.16 | | | \$46.16 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 52. | COLLECTOR COLLIN COUNTY TAX ASSESSOR/ | 8989 | Corporation | | | \$1,103.98 | | | | and expunged | full or otherwise satisfied |
| 32. | COLLECTOR COUNTY TAX ASSESSOR/ | 0909 | Sears Holdings Corporation | | | \$1,103.96 | | | | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 53. | COLLIN COUNTY TAX ASSESSOR/COLLECTOR | 8936 | Sears Holdings Corporation | | | \$587.64 | | | \$587.64 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 54. | COLLIN COUNTY TAX ASSESSOR/COLLECTOR | 8985 | Sears Holdings Corporation | | | \$1,869.13 | | | \$1,869.13 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 55. | COLLIN COUNTY TAX | 8988 | Sears Holdings | | | \$1,273.22 | | | \$1,273.22 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 56. | ASSESSOR/COLLECTOR COUNTY OF SAN BERNARDINO | 5315 | Corporation Sears Holdings | | | \$156,913.76 | | | \$156.913.76 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | COUNTY OF SAN LUIS OBISPO TAX | | Corporation | | | | | | | and expunged | full or otherwise satisfied |
| 57. | COLLECTOR | 10761 | Kmart Corporation | | | \$1,677.76 | | | | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 58. | CROWLEY INDEPENDENT SCHOOL DISTRICT | 4003 | Sears, Roebuck and Co. | | | \$155,076.76 | | | \$155,076.76 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 59. | CYPRESS - FAIRBANKS ISD | 4348 | Sears, Roebuck and Co. | | | \$177,747.31 | | | \$177,747.31 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in |
| 60. | CYPRESS - FAIRBANKS ISD | 19908 | Sears, Roebuck and Co. | | | \$50.40 | | | \$50.40 | Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 61. | CYPRESS-FAIRBANKS ISD | 20296 | Sears, Roebuck and Co. | | \$165,477.50 | | | | \$165,477.50 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 62. | Dallas County | 3471 | Sears, Roebuck and Co. | | | _ | | | | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | | | | | | | | | and expunged | full or otherwise satisfied |
| 63. | Dallas County | 4090 | Sears, Roebuck and Co. | | | \$1,312,300.65 | | | \$1,312,300.65 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 64. | DENTON COUNTY, TEXAS | 2267 | Sears, Roebuck and Co. | | | \$34,419.06 | | | \$34,419.06 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 65. | DENTON COUNTY, TEXAS | 7149 | Sears, Roebuck and Co. | | \$36,140.05 | | | | \$36,140.05 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 66. | EAGLE PASS ISD | 1390 | Sears, Roebuck and Co. | | | \$4,006.54 | | | \$4,006.54 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 67. | EAGLE PASS ISD | 20494 | Sears, Roebuck and Co. | | \$3,206.60 | | | | \$3.206.60 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | | | | ψο,200.00 | 00.045.04 | #0.045.04 | | | and expunged | full or otherwise satisfied |
| 68. | EL DORADO COUNTY TAX COLLECTOR | 11828 | Kmart Corporation | | | \$8,315.01 | \$8,315.01 | | \$16,630.02 | ! Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 69. | ELLIS COUNTY | 20506 | Sears, Roebuck and Co. | | \$8,483.16 | | | | \$8,483.16 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 70. | ERATH COUNTY, TEXAS | 3794 | Sears Holdings | | | \$994.52 | | | \$994.52 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 71. | FAYETTE COUNTY | 2480 | Corporation Sears, Roebuck and Co. | | | \$7,281.65 | | | \$7,281.65 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 72. | FORREST "BUTCH" FREEMAN | 6622 | Sears Holdings | | | \$67,761.20 | | | \$67.761.20 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | OKLAHOMA COUNTY TREASURER | | Corporation | | | ψοτ,τοτι.Σο | ₽0.000.07 | | | and expunged | full or otherwise satisfied |
| 73. | FORSYTH COUNTY TAX COLLECTOR | 6115 | Sears Holdings Corporation | | | | \$9,223.07 | | | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 74. | FORT BEND COUNTY | 4350 | Sears, Roebuck and Co. | | | \$13,778.73 | | | \$13,778.73 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 75. | FORT BEND COUNTY | 20295 | Sears, Roebuck and Co. | | \$10,161.15 | | | | \$10,161.15 | Disallowed in its entirety and expunded | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 76. | FRANKLIN COUNTY TREASURER- | 20012 | Sears, Roebuck and Co. | | | \$47,195.64 | | | \$47,195.64 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 77. | RE FRESNO COUNTY TAX COLLECTOR | 18502 | Kmart Corporation | | | \$1,905.67 | | | \$1,905.67 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 78. | | | Sears, Roebuck and Co. | | | | | | | and expunged | full or otherwise satisfied |
| | Galveston County | 19906 | | | | \$2,662.81 | | | | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 79. | Galveston County | 20291 | Sears, Roebuck and Co. | | \$48,853.25 | | | | \$48,853.25 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 80. | GARFIELD COUNTY | 10448 | Sears Holdings Corporation | | | | \$2,241.50 | | \$2,241.50 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 81. | GARLAND INDEPENDENT SCHOOL | 4144 | Sears, Roebuck and Co. | | | \$302,397.35 | | | \$302,397.35 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 82. | DISTRICT GRAPEVINE-COLLEYVILLE | 3914 | Sears, Roebuck and Co. | | | \$26,896.33 | | | \$26,896.33 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | INDEPENDENT SCHOOL DISTRICT | | | | | | | | , | and expunged | full or otherwise satisfied |

| Ref | Proof of Claim No. to be | Asserted Debtor | Asserted 503(b)(9) Administrative Administrative Priority Claim Pri | Asserted ministrative iority Claim | ed Claims to be Disallowe Asserted Secured Claim | Asserted Priority Claim | Asserted General Unsecured Claim Amount | Asserted Total Claim | Extent of | Page on for Brongood Disallous |
|---------------------------------------|---------------------------------|------------------------------------|----------------------------------------------------------------------|------------------------------------------|-----------------------------------------------------------|-------------------------------|--------------------------------------------------|----------------------------|--------------------------------------------|---------------------------------------------------------------------------------|
| # Name of Claimant 83. GRAY COUNTY | Disallowed and Expunged 7337 | Sears, Roebuck and Co. | Amount | Amount | Amount \$9,104.00 | Amount | Amount | Amount \$9,104.00 | Allowed Claim Disallowed in its entirety | Reason for Proposed Disallowance All amounts asserted in the Claim were paid in |
| 84. Harris County | 26255 | Sears, Roebuck and Co. | | \$52,716.56 | | | | \$52,716.56 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 85. HARRIS COUNTY, ET AL | 4376 | Sears, Roebuck and Co. | | | \$1,471,486.40 | | | | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | Sears, Roebuck and Co. | | | | | | | and expunged | full or otherwise satisfied |
| | 19907 | | | | \$27,568.26 | | | | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 87. HARRISION CAD | 2948 | Sears Holdings Corporation | | | \$4,765.82 | | | \$4,765.82 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 88. HARRISION CAD | 7126 | Sears Holdings Corporation | | \$5,004.12 | | | | \$5,004.12 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 89. HARRISON COUNTY, TEXAS | 315 | Sears Holdings Corporation | | | \$7,661.93 | | | \$7,661.93 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 90. HARRISON COUNTY, TEXAS | 2264 | Sears Holdings | | | \$890.47 | | | \$890.47 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 91. HAYS COUNTY, TEXAS | 3799 | Corporation Sears Holdings | | | \$393.58 | | | \$393.58 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 92. HENDERSON COUNTY | 14778 | Corporation Kmart Corporation | | | \$7,673.31 | | | \$7,673.31 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 93. HENDERSON COUNTY, TEXAS | 426 | Sears Holdings | | | \$4,478.92 | | | | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| * | | Corporation | | | | | | | and expunged | full or otherwise satisfied |
| 94. HENDERSON COUNTY, TEXAS | 2137 | Sears Operations LLC | | | \$4,478.92 | | | | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 95. HENDERSON COUNTY, TEXAS | 7379 | Sears, Roebuck and Co. | | | \$4,702.93 | | | \$4,702.93 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 96. HENNEPIN COUNTY TREASURER | 4346 | Sears Holdings Corporation | | | \$167,742.78 | | | \$167,742.78 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 97. HIDALGO COUNTY | 20359 | Sears Holdings | | | \$55,603.40 | | | \$55,603.40 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 98. HIDALGO COUNTY | 20421 | Corporation Sears, Roebuck and Co. | | | \$46,828.06 | | | \$46,828.06 | | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 99. HOOD CAD | 20497 | Sears, Roebuck and Co. | | \$4,143.91 | | | | \$4,143.91 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 100. HOPKINS COUNTY | 20500 | Sears, Roebuck and Co. | | \$2,397.55 | | | | | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 101. JASPER COUNTY | | | | Ψ2,007.00 | \$2.740.22 | | | | and expunged | full or otherwise satisfied |
| | 4532 | Sears, Roebuck and Co. | | | \$2,710.33 | | | | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 102. JASPER COUNTY | 20288 | Sears, Roebuck and Co. | | \$6,414.33 | | | | \$6,414.33 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 103. JIM WELLS CAD | 4088 | Sears, Roebuck and Co. | | | \$12,345.15 | | | \$12,345.15 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 104. JIM WELLS CAD | 20422 | Sears, Roebuck and Co. | | | \$6,784.02 | | | \$6,784.02 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 105. JOHNSON COUNTY | 3833 | Sears, Roebuck and Co. | | | \$2,150.74 | | | \$2,150.74 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 106. KENDALL COUNTY | 4173 | Sears Holdings | | | \$5,832.74 | | | \$5,832.74 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 107. KERN COUNTY TREASURER TAX | 5790 | Corporation Kmart Corporation | | | \$6,402.19 | | | \$6,402.19 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| COLLECTOR 108. KERR COUNTY | 5507 | Sears, Roebuck and Co. | | | \$2,215.94 | | | | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | | | | | | | | and expunged | full or otherwise satisfied |
| 109. KING COUNTY TREASURY | 12220 | Kmart Corporation | | | \$94,318.50 | | | | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 110. Knox County Trustee | 4973 | Sears, Roebuck and Co. | | | \$26,625.00 | | | \$26,625.00 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 111. Knox County Trustee | 5006 | Sears, Roebuck and Co. | | | \$1,690.00 | | | \$1,690.00 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 112. LAKE COUNTY TAX COLLECTOR | 8224 | Sears Holdings | | | \$4,830.47 | | | \$4,830.47 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 113. LEWIS COUNTY TREASURER | 14120 | Corporation Kmart Corporation | | | \$4,621.61 | | | \$4,621.61 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 114. MARICOPA COUNTY TREASURER | 20508 | Sears Holdings | | \$12,491.90 | | | | \$12,491.90 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 115. MARION COUNTY | 19832 | Corporation Sears, Roebuck and Co. | | | | \$8,725.4 | 4 | \$8,725.44 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 116. MARION COUNTY | 19833 | Kmart Corporation | | | | \$20,790.6 | | | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | | | | ØF 000 40 | \$20,790.0 | 0 | | and expunged | full or otherwise satisfied |
| 117. MARION COUNTY TAX COLLECTOR | | Sears, Roebuck and Co. | | | \$5,399.19 | | | *-, | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 118. MARION COUNTY TAX COLLECTOR | 12750 | Sears, Roebuck and Co. | | | \$5,756.73 | | | \$5,756.73 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 119. MARION COUNTY TAX COLLECTOR | 6603 | Sears, Roebuck and Co. | | | \$140,832.21 | | | \$140,832.21 | | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 120. MARION COUNTY TAX COLLECTOR | 6606 | Sears, Roebuck and Co. | | | \$605,319.45 | | | \$605,319.45 | Disallowed in its entirety | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 121. MATAGORDA COUNTY | 20286 | SEARS, ROEBUCK AND | | \$7,003.46 | | | | \$7,003.46 | and expunged Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 122. MATAGORDA COUNTY | 4379 | CO. Sears, Roebuck and Co. | | | \$7,003.46 | | | \$7,003.46 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 123. MESA COUNTY TREASURER | 11631 | Sears, Roebuck and Co. | | | \$4,119.08 | \$4,119.0 | 8 | \$8,238.16 | and expunged Disallowed in its entirety | full or otherwise satisfied Original claim amount was erroneously double |
| | | , | | | ψ., | ψ.,.10.0 | | ψο, <u>2</u> 00.10 | and expunged | counted. All amounts asserted in the Claim |

| | , | | | | | ed Claims to be Disallowed | d & Expunged | | | | |
|--------|-----------------------------------------------------------|--------------------------|------------------------------------|----------------------------------|----------------------------------|----------------------------|-------------------|----------------------------|---------------------|--------------------------------------------|-------------------------------------------------------------------------------------------|
| | | | | Asserted 503(b)(9) | Asserted | Asserted | Asserted | Asserted | Asserted | | |
| Ref | | Proof of Claim No. to be | | Administrative Priority Claim | Administrative Priority Claim | Secured Claim | Priority Claim | General Unsecured Claim | Total Claim | Extent of | |
| # | Name of Claimant | Disallowed and Expunged | Asserted Debtor | Amount | Amount | Amount | Amount | Amount | Amount | Allowed Claim | Reason for Proposed Disallowance |
| 124. | MESA COUNTY TREASURER | 26250 | Sears Holdings | | | \$743.44 | \$743.44 | | \$1,486.88 | Disallowed in its entirety | Original claim amount was erroneously double |
| 125. | METROPOLITAN GOVERNMENT OF | 4665 | Corporation Sears, Roebuck and Co. | | | \$120.91 | | | \$120.91 | and expunged Disallowed in its entirety | counted. All amounts asserted in the Claim All amounts asserted in the Claim were paid in |
| | NASHVILLE & DAVIDSON COUNTY | | | | | \$120.01 | | | \$120.01 | and expunged | full or otherwise satisfied |
| | METROPOLITAN GOVERNMENT OF | 4667 | Sears, Roebuck and Co. | | | \$69.91 | | | \$69.91 | | All amounts asserted in the Claim were paid in |
| 127. | NASHVILLE & DAVIDSON COUNTY METROPOLITAN GOVERNMENT OF | 4642 | Sears, Roebuck and Co. | | | \$48.98 | | | \$48.98 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | NASHVILLE & DAVIDSON COUNTY | | | | | | | | | and expunged | full or otherwise satisfied |
| | METROPOLITAN GOVERNMENT OF | 4706 | Sears, Roebuck and Co. | | | \$298.65 | | | \$298.65 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | MASHVILLE & DAVIDSON COUNTY MEXIA INDEPENDENT SCHOOL | 469 | Sears Holdings | | | \$3,284.68 | | | \$3.284.68 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | DISTRICT | | Corporation | | | 44,24 | | | | and expunged | full or otherwise satisfied |
| | MEXIA INDEPENDENT SCHOOL DISTRICT | 7322 | Sears Holdings Corporation | | \$3,448.92 | | | | \$3,448.92 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| | MEXIA INDEPENDENT SCHOOL | 2161 | SEARS, ROEBUCK AND | | | \$3,284.68 | | | \$3,284.68 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | DISTRICT | | CO. | | | | | | | and expunged | full or otherwise satisfied |
| 132. | MEXIA INDEPENDENT SCHOOL DISTRICT | 2237 | SEARS OPERATIONS LLC | | | \$3,284.68 | | | \$3,284.68 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 133. | MIDLAND CENTRAL APPRAISAL | 3809 | Sears Operations LLC | | | \$18,546.33 | | | \$18,546.33 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | DISTRICT | | | | | | | | | and expunged | full or otherwise satisfied |
| | MIDLAND CENTRAL APPRAISAL DISTRICT | 7293 | Sears, Roebuck and Co. | | | \$19,147.86 | | | \$19,147.86 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| | MINEOLA INDEPENDENT SCHOOL | 5197 | Sears, Roebuck and Co. | | | \$4,361.99 | | | \$4,361.99 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | DISTRICT | | | | | | | | | and expunged | full or otherwise satisfied |
| | MINERAL WELLS INDEPENDENT SCHOOL DISTRICT | 4069 | Sears, Roebuck and Co. | | | \$3,544.54 | | | \$3,544.54 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| | MONTGOMERY COUNTY | 20290 | Sears, Roebuck and Co. | | \$10,258.39 | | | | \$10,258.39 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | | | | | | | | | | and expunged | full or otherwise satisfied |
| 138. | MULTNOMAH COUNTY-DART | 6700 | Kmart Corporation | | | \$5,620.54 | | | \$5,620.54 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 139. | NACOGDOCHES COUNTY, ET AL. | 5872 | Sears, Roebuck and Co. | | | \$3,068.56 | | | \$3,068.56 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 4.40 | NAVADDO OCUBITY | 00000 | 0 0 0 1 1 10 | | *** | #0.004.04 | | | 047.040.00 | and expunged | full or otherwise satisfied |
| 140. | NAVARRO COUNTY | 20336 | Sears, Roebuck and Co. | | \$8,921.91 | \$8,921.91 | | | \$17,843.82 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 141. | NAVARRO COUNTY | 20366 | Sears, Roebuck and Co. | | \$8,921.91 | | | | \$8,921.91 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 4.40 | NOLAN COLINITY | 2020 | Sears, Roebuck and Co. | | | ₽0.00₹.00 | | | @0.007.00 | and expunged | full or otherwise satisfied |
| 142. | NOLAN COUNTY | 3929 | Sears, Roebuck and Co. | | | \$2,267.36 | | | \$2,207.30 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 143. | NUECES COUNTY | 20383 | Sears, Roebuck and Co. | | | \$63,151.27 | | | \$63,151.27 | | All amounts asserted in the Claim were paid in |
| 144. | PALM BEACH COUNTY TAX | 40000 | Sears, Roebuck and Co. | | | \$7,993.90 | | | ê7 000 00 | and expunged | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 144. | COLLECTOR | 19396 | Sears, Roebuck and Co. | | | \$7,993.90 | | | \$7,993.90 | Disallowed in its entirety and expunged | full or otherwise satisfied |
| 145. | PALO PINTO COUNTY | 3920 | Sears, Roebuck and Co. | | | \$1,933.38 | | | \$1,933.38 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 146. | PASADENA INDEPENDENT SCHOOL | 8066 | Sears Holdings | | | \$92,550.74 | | | \$02 550 7 <i>4</i> | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 140. | DISTRICT | 0000 | Corporation | | | Ψ32,000.14 | | | Ψ32,330.74 | and expunged | full or otherwise satisfied |
| 147. | PECOS COUNTY | 1092 | Sears Holdings | | | \$5,260.50 | | | \$5,260.50 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 148. | PIERCE COUNTY FINANCE | 8718 | Corporation Sears, Roebuck and Co. | | | \$4,416.60 | | | \$4.416.60 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | | , | | | ψ1,110.00 | | | | and expunged | full or otherwise satisfied |
| 149. | PIERCE COUNTY FINANCE | 8908 | Sears, Roebuck and Co. | | \$87.83 | | | | \$87.83 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 150. | PLATTE COUNTY COLLECTOR (DCN | 6270 | Sears Holdings | | | | \$3,249.41 | | \$3.249.41 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | 790 (B)) | | Corporation | | | | *** | | | and expunged | full or otherwise satisfied |
| 151. | POLK COUNTY | 4340 | Sears, Roebuck and Co. | | | \$5,919.40 | | | \$5,919.40 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 152. | POLK COUNTY | 20294 | SEARS, ROEBUCK AND | | \$5,519.40 | | | | \$5,519.40 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | | CO. | | **** | | | | | and expunged | full or otherwise satisfied |
| 153. | POPE COUNTY TAX COLLECTOR | 13240 | Sears Holdings Corporation | | | | \$12,205.60 | | \$12,205.60 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 154. | PORTER COUNTY TREASURER | 20243 | Kmart Corporation | | | | \$4,405.82 | | \$4,405.82 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | | | - | | | | | | | and expunged | full or otherwise satisfied |
| 155. | PUEBLO COUNTY TREASURER | 17331 | SEARS HOLDINGS CORPORATION | | | | \$40,687.23 | | \$40,687.23 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 156. | PUEBLO COUNTY TREASURER | 10776 | Sears Holdings | | | \$40,687.23 | | | \$40,687.23 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | DUEDI O COUNTY TOE ACUDED | | Corporation | | | | | | | and expunged | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 157. | PUEBLO COUNTY TREASURER | 10787 | Sears Holdings Corporation | | | | \$58,388.46 | | \$58,388.46 | Disallowed in its entirety and expunged | full or otherwise satisfied |
| 158. | PUEBLO COUNTY TREASURER | 10795 | Sears Holdings | | | \$1,001.88 | | | \$1,001.88 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 150 | PUEBLO COUNTY TREASURER | 18287 | Corporation Sears Holdings | | | \$1,001.88 | | | £4.004.00 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | 1020/ | Corporation | | | \$1,001.88 | | | \$1,001.88 | and expunged | full or otherwise satisfied |
| 160. | RICHARDSON INDEPENDENT | 3870 | Sears, Roebuck and Co. | | | \$23,232.59 | | | \$23,232.59 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 161 | SCHOOL DISTRICT RICHLAND COUNTY TREASURY | 7749 | Sears Holdings | | | | \$122,607.34 | | \$400 E07 04 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | | Corporation | | | | | | | and expunged | full or otherwise satisfied |
| 162. | RICHMOND COUNTY TAX | 20353 | Sears, Roebuck and Co. | | | | \$26,586.56 | | \$26,586.56 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 163. | COMMISSIONER SAN JUAN COUNTY | 11847 | Kmart Operations LLC | | | | \$2,290.92 | | \$2.200.02 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | | - | | | | | | | and expunged | full or otherwise satisfied |
| 164. | SAN JUAN COUNTY TREASURER | 11844 | Sears, Roebuck and Co. | | | | \$2,072.70 | | \$2,072.70 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| \Box | | | | | | | | | | and expunged | full or otherwise satisfied |

| | | | | Asserted 503(b)(9) Administrative | Asserted Administrative | ed Claims to be Disallowe Asserted Secured | Asserted Priority | Asserted General Unsecured | Asserted Total | | |
|----------|---------------------------------------------------------|-----------------------------------------------------|--------------------------------------------------|--------------------------------------|----------------------------|--------------------------------------------------|----------------------|-------------------------------|-------------------|--------------------------------------------|-------------------------------------------------------------------------------|
| Ref # | Name of Claimant | Proof of Claim No. to be Disallowed and Expunged | Asserted Debtor | Priority Claim Amount | Priority Claim Amount | Claim | Claim Amount | Claim | Claim Amount | Extent of Allowed Claim | Reason for Proposed Disallowance |
| | SHELBY COUNTY TRUSTEE | 6567 | Sears, Roebuck and Co. | Amount | Amount | Amount \$34,020.00 | Amount | Amount | | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 166. | SHELBY COUNTY TRUSTEE | 6582 | Sears Holdings | | | £4 700 C7 | | | | and expunged | full or otherwise satisfied |
| | | 0302 | Management Corporation | | | \$1,738.67 | | | \$1,730.07 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 167. | SHELBY COUNTY TRUSTEE | 6583 | Sears, Roebuck and Co. | | | \$304.56 | | | \$304.56 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 168. | SHELBY COUNTY TRUSTEE | 6616 | Sears, Roebuck and Co. | | | \$32,400.00 | | | \$32,400.00 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 169. | SHELBY COUNTY TRUSTEE | 6618 | Sears Holdings | | | \$126,287.10 | | | \$126 297 10 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | 0010 | Management Corporation | | | | | | \$120,207.10 | and expunged | full or otherwise satisfied |
| 170. | SHELBY COUNTY TRUSTEE | 6620 | Sears Holdings Management Corporation | | | \$23,883.26 | | | \$23,883.26 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 171. | SHELBY COUNTY TRUSTEE | 6621 | Sears Holdings | | | \$34.79 | | | \$34.79 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 172. | SHELBY COUNTY TRUSTEE | 6623 | Management Corporation Sears Holdings | | | \$173.32 | | | \$173.32 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | | Management Corporation | | | | | | | and expunged | full or otherwise satisfied |
| 173. | SHELBY COUNTY TRUSTEE | 6624 | Sears, Roebuck and Co. | | | \$2,086.16 | | | \$2,086.16 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 174. | SHELBY COUNTY TRUSTEE | 6625 | Sears, Roebuck and Co. | | | \$11,587.86 | | | \$11,587.86 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 175. | SHELBY COUNTY TRUSTEE | 6626 | Sears Holdings | | | \$16,344.18 | | | \$16,344.18 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 176. | SHELBY COUNTY TRUSTEE | 6720 | Management Corporation Sears, Roebuck and Co. | | | \$22,072.50 | | | \$22,072,50 | and expunged | full or otherwise satisfied |
| | | 6730 | Sears, Roebuck and Co. | | | \$22,072.50 | | | \$22,072.50 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 177. | SHELBY COUNTY TRUSTEE | 8273 | Sears, Roebuck and Co. | | | \$4,531.14 | | | \$4,531.14 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 178. | SHERIFF & TREASURER OF | 19273 | Sears Holdings | | | | \$1,574.26 | | \$1,574.26 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 179. | HARRISON COUNTY SMITH COUNTY | 3616 | Corporation Sears, Roebuck and Co. | | | \$13,708.86 | | | \$13 708 86 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | | | | | | | | | and expunged | full or otherwise satisfied |
| 180. | SOLANO COUNTY TAX COLLECTOR | 19979 | Sears, Roebuck and Co. | | | \$13,505.55 | | | \$13,505.55 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| | ST. LOUIS COUNTY COLLECTOR OF | 9492 | Sears Holdings | | | | \$32.30 | | \$32.30 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | REVENUE STANISLAUS COUNTY TAX | 20078 | Corporation Sears Holdings | | | | \$946.04 | \$946.04 | \$1.892.08 | and expunged Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | COLLECTOR | | Management Corporation | | | | | ** ** | | and expunged | full or otherwise satisfied |
| 183. | STANISLAUS COUNTY TAX COLLECTOR | 20100 | SEARS HOLDINGS MANAGEMENT | | | | \$946.04 | | \$946.04 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 184. | STEPHENVILLE ISD | 20347 | Sears, Roebuck and Co. | | \$3,569.08 | \$3,569.08 | | | \$7,138.16 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 185. | STEPHENVILLE ISD | 20378 | SEARS, ROEBUCK AND | | \$3,569.08 | | | | \$3,569.08 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 196 | SULPHUR SPRINGS ISD | 20349 | CO. Sears, Roebuck and Co. | | \$3,700.86 | \$3,700.86 | | | \$7.401.72 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | | | | | ψ5,7 00.00 | | | | and expunged | full or otherwise satisfied |
| 187. | SULPHUR SPRINGS ISD | 20379 | Sears, Roebuck and Co. | | \$3,700.86 | | | | \$3,700.86 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| | SWEETWATER INDEPENDENT | 3919 | Sears, Roebuck and Co. | | | \$2,924.21 | | | \$2,924.21 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | SCHOOL DISTRICT Tarrant County | 4202 | Sears, Roebuck and Co. | | | \$326,238.91 | | | \$326,238.91 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | | Coord Dooblest Co | | | | | | | and expunged | full or otherwise satisfied |
| | Tarrant County | 4617 | Sears, Roebuck and Co. | | | \$307,910.71 | | | | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 191. | Tax Appraisal District of Bell County | 4677 | Sears Operations LLC | | | \$52,288.14 | | | \$52,288.14 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 192. | TAXING DISTRICTS COLLECTED BY | 7409 | Sears, Roebuck and Co. | | | \$19,199.20 | | | \$19,199.20 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 193. | RANDALL COUNTY TERRY CAD | 4755 | Sears Holdings | | | \$284.90 | | | \$284.90 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | | Corporation | | | | | | | and expunged | full or otherwise satisfied |
| 194. | THE CITY OF MESQUITE AND MESQUITE INDEPENDENT SCHOOL | 4519 | Sears Holdings Corporation | | | \$213,745.01 | | | \$213,745.01 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 195. | THE CITY OF MESQUITE AND | 4705 | Sears Holdings | | | \$102,044.44 | | | \$102,044.44 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 196. | MESQUITE INDEPENDENT SCHOOL THE COUNTY OF HENDERSON, | 20313 | Corporation Sears Holdings | | \$3,096.94 | | | | \$3,096.94 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 197. | TEXAS THE COUNTY OF WHARTON | 4803 | Corporation Sears Operations LLC | | | \$3,045.59 | | | \$2.04E E0 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | 4603 | Sears Operations LLC | | | \$3,045.59 | | | \$3,043.39 | and expunged | full or otherwise satisfied |
| 198. | THE TOWN OF WINDHAM, CT | 10606 | Sears Holdings Corporation | | | \$95,144.88 | | | \$95,144.88 | Disallowed in its entirety and expunded | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 199. | THURSTON COUNTY TREASURER | 4373 | Sears Holdings | | | \$3,164.05 | | | \$3,164.05 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 200. | TOWN OF WINDHAM REVENUE | 8068 | Corporation Sears Holdings | | | \$58,500.70 | | | \$58.500.70 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | COLLECTOR | | Corporation | | | \$00,000.70 | | | | and expunged | full or otherwise satisfied |
| 201. | TWIN FALLS COUNTY TREASURER | 20066 | Sears Holdings Corporation | | | | \$729.00 | | \$729.00 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| | TYLER INDEPENDENT SCHOOL | 5196 | Sears, Roebuck and Co. | | | \$24,640.17 | | | \$24,640.17 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | DISTRICT UNIFIED GOVERNMENT TREASURY | 14130 | Sears Holdings | | | | \$59,821.02 | | \$59,821.02 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | UVALDE COUNTY | 5540 | Corporation | | | ↑7.007.05 | | | | and expunged | full or otherwise satisfied |
| | | | Sears, Roebuck and Co. | | | \$7,927.65 | | | | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 205. | VAL VERDE COUNTY | 1430 | Sears, Roebuck and Co. | - | | \$5,055.13 | | | \$5,055.13 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |

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Debtors' Twenty Second Omnibus Objection to Claims Exhibit 1 - Claims Paid In Full

| | | | | | Schedule of Satisfie | d Claims to be Disallowe | d & Expunged | | | | |
|------|-------------------------------|--------------------------|-------------------------------|--------------------|----------------------|--------------------------|--------------|-------------------|--------------|----------------------------|----------------------------------------------------------------------------|
| | | | | Asserted 503(b)(9) | Asserted | Asserted | Asserted | Asserted | Asserted | | |
| | | | | Administrative | Administrative | Secured | Priority | General Unsecured | Total | | |
| Ref | | Proof of Claim No. to be | | Priority Claim | Priority Claim | Claim | Claim | Claim | Claim | Extent of | |
| # | Name of Claimant | Disallowed and Expunged | Asserted Debtor | Amount | Amount | Amount | Amount | Amount | Amount | Allowed Claim | Reason for Proposed Disallowance |
| 206. | WASHOE COUNTY TREASURER | 19178 | Sears, Roebuck and Co. | | | \$6,476.34 | | | \$6,476.34 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | | | | | | | | | | and expunged | full or otherwise satisfied |
| 207. | WELD COUNTY TREASURER'S | 3802 | Sears, Roebuck and Co. | | | | \$3,768.20 | | \$3,768.20 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | OFFICE | | | | | | | | | and expunged | full or otherwise satisfied |
| 208. | WESLACO INDEPENDENT SCHOOL | 3767 | Sears, Roebuck and Co. | | | \$3,243.68 | | | \$3,243.68 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | DISTRICT | | | | | | | | | and expunged | full or otherwise satisfied |
| 209. | WHARTON CO JR COLL | 4352 | Sears, Roebuck and Co. | | | \$155.70 | | | \$155.70 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | | | | | | | | | | and expunged | full or otherwise satisfied |
| 210. | WHARTON CO JR COLL | 20285 | SEARS, ROEBUCK AND | | \$155.70 | | | | \$155.70 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | | | CO. | | | | | | | and expunged | full or otherwise satisfied |
| 211. | WHARTON COUNTY, TEXAS | 486 | Sears Holdings | | | \$3,045.59 | | | \$3,045.59 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | | | Corporation | | | | | | | and expunged | full or otherwise satisfied |
| 212. | WHITFIELD COUNTY TAX | 10294 | Kmart Corporation | | | | \$8,650.47 | | \$8,650.47 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | COMMISSIONER | | | | | | | | | and expunged | full or otherwise satisfied |
| 213. | WHITFIELD COUNTY TAX | 20419 | Kmart Corporation | | | | \$8,477.39 | | \$8,477.39 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | COMMISSIONER | | | | | | | | | and expunged | full or otherwise satisfied |
| 214. | WILLIAMSON COUNTY, TEXAS | 2944 | Sears, Roebuck and Co. | | | \$77,878.13 | | | \$77,878.13 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | | | | | | | | | | and expunged | full or otherwise satisfied |
| 215. | WILLIAMSON COUNTY, TEXAS | 7294 | Sears, Roebuck and Co. | | | \$73,047.81 | | | \$73,047.81 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | | | | | | | | | | and expunged | full or otherwise satisfied |
| 216. | WILLIAMSON COUNTY, TEXAS | 7907 | MaxServ, Inc. | | | \$495,711.40 | | | \$495,711.40 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | | | | | | | | | | and expunged | full or otherwise satisfied |
| 217. | WILSON COUNTY | 1276 | Sears Holdings | | | \$5,308.60 | | | \$5,308.60 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | WIND OAD DODOUGH TAY | | Corporation | | | | | | ****** | and expunged | full or otherwise satisfied |
| 218. | WIND GAP BOROUGH TAX | 9820 | Sears Holdings | | | | | \$24,306.20 | \$24,306.20 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | COLLECTOR | | Corporation | | | | | | | and expunged | full or otherwise satisfied |
| 219. | WOOD COUNTY | 20334 | SEARS, ROEBUCK AND | - | \$2,213.94 | Unliquidated | - | - | \$2,213.94 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | WOOD COUNTY | | CO. | | | | | | | and expunged | full or otherwise satisfied |
| 220. | WOOD COUNTY | 20367 | SEARS, ROEBUCK AND | - | \$2,213.94 | - | - | - | \$2,213.94 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | VALUE AS COLUMN TO THE ASSURE | | CO. | | | | | | | and expunged | full or otherwise satisfied |
| 220. | YAKIMA COUNTY TREASURER | 5786 | Sears Holdings Corporation | | | \$4,176.41 | | | \$4,176.41 | Disallowed in its entirety | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| | | | Corporation | | | | | | | and expunged | Tull of otherwise satisfied |

Exhibit B

Disputed Property Tax Claims

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Debtors' Twenty Second Omnibus Objection to Claims Exhibit 2 - Disputed Claims In re: Sears Holdings Corporation, et al. Case No. 18-23538 (RDD)

| | | | | | Schedule of Sa | tisfied Claims to be Disal | lowed and Expunged | | | | |
|----------|------------------------------|-----------------------------------------------------|-------------------------------------|---------------------------------------------------------|-----------------------------------------------|----------------------------------------|--------------------------------|--------------------------------------------------|--------------------------------------|--------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Ref # | Name of Claimant | Proof of Claim No. to be Disallowed and Expunged | Asserted Debtor | Asserted 503(b)(9) Administrative Priority Claim Amount | Asserted Administrative Priority Claim Amount | Asserted Secured Claim Amount | Asserted Priority Claim Amount | Asserted General Unsecured Claim Amount | Asserted Total Claim Amount | Debtors' Estimated Allowed Amount | Reason for Proposed Disallowance |
| . CLE | RMONT COUNTY TREASURER | 20187 | Kmart Corporation | | - | \$102,080.01 | - | - | \$102,080.01 | \$0.00 | Claim is not adequately supported |
| 2. COL | JNTY OF LEXINGTON | 8383 | Sears Holdings Corporation | - | - | \$25,088.62 | - | - | \$25,088.62 | \$0.00 | The Claim asserts amounts owed subsequent to the termination of the corresponding lease |
| 3. DES | SOTO COUNTY, MISSISSIPPI | 19770 | Sears, Roebuck and Co. | - | - | - | \$545,014.50 | - | \$545,014.50 | \$0.00 | Claim is not adequately supported |
| 4. KIN | G COUNTY TREASURY | 11206 | Sears, Roebuck and Co. | - | - | \$22,533.47 | - | - | \$22,533.47 | \$0.00 | All asserted amounts are either paid / satisfied or relate to properties which are not a part of the Sears Estate |
| 5. LEE | COUNTY TAX COLLECTOR | 19900 | Florida Builder Appliances, Inc. | - | - | \$4,152.21 | - | - | \$4,152.21 | \$0.00 | The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC. |
| 6. MIA | MI-DADE COUNTY TAX COLLECTOR | 7737 | Sears Holdings Corporation | - | - | \$1,090.98 | - | - | \$1,090.98 | \$0.00 | The Claim refers to a property which is not a part of the Sears Estate |
| 7. MOI | NTGOMERY COUNTY | 19910 | Sears, Roebuck and Co. | - | - | \$3,735.84 | - | - | \$3,735.84 | \$0.00 | The Claim refers to a property which is not a part of the Sears Estate |
| | M BEACH COUNTY TAX LECTOR | 11359 | Sears, Roebuck and Co. | - | - | \$26,159.12 | - | - | \$26,159.12 | \$0.00 | The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC. |
| 9. Was | shoe County Treasurer | 26217 | Sears Holdings Corporation | - | - | - | \$7,654.28 | - | \$7,654.28 | \$0.00 | The Claim was satisfied and/or released, as a portion of the claim has been paid and the associated contract was assumed and assigned to Transform Holdco LLC.for the remaining amount |

* Asserted amount includes any unliquidated amounts.

Exhibit C

Duplicate/Amended Property Tax Claims

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Debtors' Twenty Second Omnibus Objection to Claims Exhibit 3 - Amended or Duplicate Claims

| | | | | | ms to be Disallowed | | | | | | | · · | | | ing Claims | | | | |
|----------|------------------------------------|----------------------------------|-------------------------------|------------------------------------------------------------|-----------------------------------------------------------|-------------------------------------------|--------------------------------------------|--------------------------------------------|-----------------------------------------|-----------------------------------------|---------------------------------------------------------------------------------------------------------------|------------------------|-------------------------------|------------------------------------------------------------|--------------------------------------------------|-------------------------------------------|--------------------------------------------|--------------------------------------------|-----------------------------------------|
| Ref # | Name of Claimant | Claim No. to be Disallowed | Asserted Debtor | Asserted 503(b)(9) Administrative Priority Claim Amount ** | Asserted Administrative Priority Claim Amount ** | Asserted Secured Claim Amount ** | Asserted Priority Claim Amount ** | Asserted General Unsecured Claim Amount ** | Asserted Total Claim Amount ** | Reason for Claim to be Disallowed | Name of Claimant | Surviving Claim No. | * Asserted Debtor | Asserted 503(b)(9) Administrative Priority Claim Amount ** | Asserted Administrative Priority Claim Amount ** | Asserted Secured Claim Amount ** | Asserted Priority Claim Amount ** | Asserted General Unsecured Claim Amount ** | Asserted Total Claim Amount ** |
| 1. | ANDERSON COUNTY, TEXAS | 440 | SEARS OPERATIONS | | | \$7,029.77 | | 7.11.0 | \$7,029.77 | Duplicate | | | | | | | | | |
| 2. | ANDERSON COUNTY, TEXAS | 3801 | SEARS, ROEBUCK | | | \$7,029.77 | | | \$7,029.77 | Duplicate | ANDERSON COUNTY, TEXAS | 3818 | SEARS HOLDINGS CORPORATION | | | \$7,029.77 | | | \$7,029.77 |
| | | | AND CO. | | | | | | | | | | | | | | | | |
| 3. | ATLANTA ISD | 20322 | SEARS, ROEBUCK AND CO. | | \$1,955.67 | | | | \$1,955.67 | Duplicate | ATLANTA ISD | 20499 | SEARS, ROEBUCK AND CO. | | \$1,955.67 | | | | \$1,955.67 |
| 4. | BASTROP COUNTY | 2349 | SEARS, ROEBUCK AND CO. | | | \$7,661.93 | | | \$7,661.93 | Duplicate | BASTROP COUNTY | 4806 | SEARS OPERATIONS LLC | | | \$7,661.93 | | | \$7,661.93 |
| 5. | Bell County Tax Appraisal District | 391 | Sears Holdings Corporation | | | \$52,288.14 | | | \$52,288.14 | Duplicate | | | 0 | | | | | | |
| 6. | Bell County Tax Appraisal District | 3047 | Sears, Roebuck and Co. | | | \$52,288.14 | | | \$52,288.14 | Duplicate | Tax Appraisal District of Bell County | 4677 | Sears Operations LLC | | | \$52,288.14 | | | \$52,288.14 |
| 7. | Bowie CAD | 1466 | Kmart Stores of Texas LLC | | | \$109,848.12 | | | \$109,848.12 | Duplicate | | | | | | | | | |
| 8. | Bowie CAD | 1474 | Kmart Corporation | | | \$109,848.12 | | | \$109,848.12 | Duplicate | _ | | | | | | | | |
| 9. | Bowie Central Appraisal District | 2129 | Sears Operations LLC | | | \$109,848.12 | | | \$109,848.12 | Duplicate | Bowie CAD | 418 | Sears Holdings Corporation | | | \$109,848.12 | | | \$109,848.12 |
| 10. | Bowie Central Appraisal District | 3805 | Sears, Roebuck and Co. | | | \$109,848.12 | | | \$109,848.12 | Duplicate | _ | | | | | | | | |
| 11. | Bowie CAD | 418 | Sears Holdings Corporation | | | \$109,848.12 | | | \$109,848.12 | Amended | Bowie Central Appraisal District, collecting property taxes for The County of Bowie, Texas, The City of | 26252 | Sears Holdings Corporation | | | \$21,052.46 | | | \$21,052.46 |
| 12. | Bowie Central Appraisal District | 6998 | Sears Holdings Corporation | | | \$115,340.57 | | | \$115,340.57 | Amended | Bowie Central Appraisal District, Texas | 20403 | Sears Holdings Corporation | | | \$17,122.85 | | | \$17,122.85 |
| 13. | BRAZOS COUNTY, TEXAS | 333 | SEARS HOLDINGS CORPORATION | | | \$27,941.92 | | | \$27,941.92 | Duplicate | BRAZOS COUNTY, TEXAS | 4808 | SEARS OPERATIONS LLC | | | \$27,941.92 | | | \$27,941.92 |
| | BROWN COUNTY APPRAISAL DISTRICT | 3373 | SEARS OPERATIONS LLC | | | \$9,022.91 | | | \$9,022.91 | Duplicate | BROWN COUNTY APPRAISAL DISTRICT | 4717 | SEARS, ROEBUCK AND CO. | | | \$9,022.91 | | | \$9,022.91 |
| 15. | CAMERON COUNTY | 20247 | SEARS, ROEBUCK AND CO. | | | \$50,821.96 | | | \$50,821.96 | Duplicate | CAMERON COUNTY | 20413 | KMART CORPORATION | | | \$50,821.96 | | | \$50,821.96 |
| 16. | CHEROKEE COUNTY CAD | 398 | SEARS OPERATIONS LLC | | | \$3,260.95 | | | \$3,260.95 | Duplicate | CHEROKEE COUNTY CAD | 2073 | SEARS HOLDINGS CORPORATION | | | \$3,260.95 | | | \$3,260.95 |
| 17. | CITY OF ATLANTA | 20321 | SEARS, ROEBUCK AND CO. | | \$1,017.32 | | | | \$1,017.32 | Duplicate | CITY OF ATLANTA | 20498 | SEARS, ROEBUCK AND CO. | | \$1,017.32 | | | | \$1,017.32 |
| 18. | CITY OF EAGLE PASS | 20382 | SEARS, ROEBUCK AND CO. | | \$1,492.72 | | | | \$1,492.72 | Duplicate | CITY OF EAGLE PASS | 20495 | SEARS, ROEBUCK AND CO. | | \$1,492.72 | | | | \$1,492.72 |
| 19. | CITY OF FRISCO | 20315 | SEARS, ROEBUCK AND CO. | | \$1,080.25 | | | | \$1,080.25 | Duplicate | CITY OF FRISCO | 20496 | SEARS, ROEBUCK AND CO. | | \$1,080.25 | | | | \$1,080.25 |
| 20. | CITY OF STEPHENVILLE | 20348 | SEARS, ROEBUCK AND CO. | | \$1,331.85 | | | | \$1,331.85 | Duplicate | CITY OF STEPHENVILLE | 20361 | SEARS, ROEBUCK AND CO. | | \$1,331.85 | | | | \$1,331.85 |
| 21. | CITY OF SULPHUR SPRINGS | 20319 | SEARS, ROEBUCK AND CO. | | \$1,205.78 | | | | \$1,205.78 | Duplicate | | | | | | | | | |
| 22. | CITY OF SULPHUR SPRINGS | 20504 | SEARS, ROEBUCK AND CO. | | \$1,205.78 | | | | \$1,205.78 | Duplicate | CITY OF SULPHUR SPRINGS | 3574 | SEARS, ROEBUCK AND CO. | | | \$1,205.78 | | | \$1,205.78 |

^{*} As a result of administrative procedures, the surviving claim no. may be lower than the claim no. to be disallowed.
** Asserted amount includes any unliquidated amounts.

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Debtors' Twenty Second Omnibus Objection to Claims Exhibit 3 - Amended or Duplicate Claims

| | | | Asserted 503(b)(9) | ms to be Disallowed Asserted | Asserted | Asserted | Asserted | Asserted | | | | 1 | Asserted 503(b)(9) | ng Claims Asserted | Asserted | Asserted | Asserted | Asserted |
|----------------------------------------------------------------|----------------------------------|-------------------------------|-----------------------------------------|-----------------------------------------|-------------------------------|--------------------------|-----------------------------------|-----------------------------|-----------------------------------------|------------------------------------------------------------|------------------------|-------------------------------|-----------------------------------------|-----------------------------------------------|-------------------------------|--------------------------|-----------------------------------|-----------------------------|
| Ref # Name of Claimant | Claim No. to be Disallowed | Asserted * Debtor | Administrative Priority Claim Amount ** | Administrative Priority Claim Amount ** | Secured Claim Amount ** | Priority Claim Amount ** | General Unsecured Claim Amount ** | Total Claim Amount ** | Reason for Claim to be Disallowed | Name of Claimant | Surviving Claim No. | Asserted Debtor | Administrative Priority Claim Amount ** | Administrative Priority Claim Amount ** | Secured Claim Amount ** | Priority Claim Amount ** | General Unsecured Claim Amount ** | Total Claim Amount ** |
| 23. CITY OF WACO AND/OR WACO INDEPENDENT SCHOOL DISTRICT | 7287 | SEARS HOLDINGS CORPORATION | Amount | \$55,260.99 | Amount | Amount | Amount | \$55,260.99 | Amended | CITY OF WACO AND/OR WACO INDEPENDENT SCHOOL DISTRICT | | SEARS, ROEBUCK AND CO. | Amount | Amount | \$41,166.43 | Amount | Amount | \$41,166.43 |
| 24. CITY OF WACO AND/OR WACO INDEPENDENT SCHOOL DISTRICT | 497 | SEARS, ROEBUCK AND CO. | | | \$1,474.56 | | | \$1,474.56 | Duplicate | CITY OF WACO AND/OR WACO INDEPENDENT SCHOOL DISTRICT | 2319 | SEARS HOLDINGS CORPORATION | | | \$1,474.56 | | | \$1,474.56 |
| 25. Dallas County | 20327 | Sears, Roebuck and Co. | | \$1,059,413.65 | | | | \$1,059,413.65 | Duplicate | Dallas County | 20365 | Sears, Roebuck and Co. | | \$1,059,413.65 | | | | \$1,059,413.65 |
| 26. DENTON COUNTY, TEXAS | 2263 | SEARS OPERATIONS LLC | | | \$34,419.06 | | | \$34,419.06 | Duplicate | DENTON COUNTY, TEXAS | 2267 | SEARS, ROEBUCK AND CO. | | | \$34,419.06 | | | \$34,419.06 |
| 27. EAGLE PASS ISD | 20385 | SEARS, ROEBUCK AND CO. | | \$3,206.60 | | | | \$3,206.60 | Duplicate | EAGLE PASS ISD | 20494 | SEARS, ROEBUCK AND CO. | | \$3,206.60 | | | | \$3,206.60 |
| 28. ELKO COUNTY TREASURER | 19073 | SEARS, ROEBUCK AND CO. | | | | \$9,369.19 | | \$9,369.19 | Duplicate | ELKO COUNTY TREASURER | 20543 | SEARS, ROEBUCK AND CO. | | | | \$9,376.19 | | \$9,376.19 |
| 29. ELLIS COUNTY | 20323 | SEARS, ROEBUCK AND CO. | | \$8,483.16 | | | | \$8,483.16 | Duplicate | ELLIS COUNTY | 20506 | SEARS, ROEBUCK AND CO. | | \$8,483.16 | | | | \$8,483.16 |
| 30. ERATH COUNTY, TEXAS | 437 | SEARS OPERATIONS LLC | | | \$994.52 | | | \$994.52 | Duplicate | | | SEARS HOLDINGS | | | | | | |
| 31. ERATH COUNTY, TEXAS | 3532 | SEARS, ROEBUCK AND CO. | | | \$994.52 | | | \$994.52 | Duplicate | ERATH COUNTY, TEXAS | 3794 | CORPORATION | | | \$994.52 | | | \$994.52 |
| 32. HARRISON CENTRAL APPRAISAL DISTRICT | 445 | SEARS OPERATIONS LLC | | | \$4,765.82 | | | \$4,765.82 | Duplicate | HARRISON CAD | 2948 | SEARS HOLDINGS CORPORATION | | | \$4,765.82 | | | \$4,765.82 |
| 33. HARRISON COUNTY, TEXAS | 441 | SEARS OPERATIONS LLC | | | \$890.47 | | | \$890.47 | Duplicate | HARRISON COUNTY, TEXAS | 2264 | SEARS HOLDINGS CORPORATION | | | \$890.47 | | | \$890.47 |
| 34. HAYS COUNTY, TEXAS | 475 | SEARS OPERATIONS LLC | | | \$393.58 | | | \$393.58 | Duplicate | HAYS COUNTY, TEXAS | 3799 | SEARS HOLDINGS CORPORATION | | | \$393.58 | | | \$393.58 |
| 35. HOOD CAD | 20320 | SEARS, ROEBUCK AND CO. | | \$4,143.91 | | | | \$4,143.91 | Duplicate | HOOD CAD | 20497 | SEARS, ROEBUCK AND CO. | | \$4,143.91 | | | | \$4,143.91 |
| 36. HOPKINS COUNTY | 20324 | SEARS, ROEBUCK AND CO. | | \$2,397.55 | | | | \$2,397.55 | Duplicate | HOPKINS COUNTY | 20500 | SEARS, ROEBUCK AND CO. | | \$2,397.55 | | | | \$2,397.55 |
| 37. IRVING ISD | 20350 | SEARS, ROEBUCK AND CO. | | \$8,456.26 | | | | \$8,456.26 | Duplicate | IRVING ISD | 20360 | SEARS, ROEBUCK AND CO. | | \$8,456.26 | | | | \$8,456.26 |
| 38. MCLENNAN COUNTY | 20231 | SEARS, ROEBUCK AND CO. | | | \$12,535.78 | | | \$12,535.78 | Duplicate | MCLENNAN COUNTY | 20375 | SEARS, ROEBUCK AND CO. | | | \$12,535.78 | | | \$12,535.78 |
| 39. MEXIA INDEPENDENT SCHOOL DISTRICT | 7178 | SEARS, ROEBUCK AND CO. | | \$3,448.92 | | | | \$3,448.92 | Duplicate | MEXIA INDEPENDENT SCHOOL DISTRICT | 7322 | SEARS HOLDINGS CORPORATION | | \$3,448.92 | | | | \$3,448.92 |
| 40. MIDLAND CAD | 478 | SEARS HOLDINGS CORPORATION | | | \$18,546.33 | | | \$18,546.33 | Duplicate | MIDLAND CENTRAL APPRAISAL DISTRICT | 3809 | SEARS OPERATIONS LLC | | | \$18,546.33 | | | \$18,546.33 |
| 41. Tarrant County | 20332 | Sears, Roebuck and Co. | | \$157,404.19 | | | | \$157,404.19 | Duplicate | Tarrant County | 20356 | Sears, Roebuck and Co. | | \$157,404.19 | | | | \$157,404.19 |
| 42. Bell County TAD | 7040 | Sears Holdings Corporation | | \$54,902.65 | | | | \$54,902.65 | Amended | | | Sears Holdings | | | | | | |
| 43. Tax Appraisal District of Bell County, Texas | 20396 | Sears Holdings Corporation | | | \$48,476.78 | | | \$48,476.78 | Amended | Tax Appraisal District of Bell County | 26093 | Corporation | | \$45,297.05 | | | | \$45,297.05 |
| 44. TERRY CAD | 544 | SEARS OPERATIONS LLC | | | \$284.90 | | | \$284.90 | Duplicate | TERRY CAD | 4755 | SEARS HOLDINGS CORPORATION | | | \$284.90 | | | \$284.90 |
| 45. TWIN FALLS COUNTY TREASURER | 17198 | SEARS HOLDINGS CORPORATION | | | | \$729.00 | | \$729.00 | Duplicate | TWIN FALLS COUNTY TREASURER | 20066 | SEARS HOLDINGS CORPORATION | | | | \$729.00 | | \$729.00 |
| 46. WILLIAMSON COUNTY, TEXAS | 483 | SEARS HOLDINGS CORPORATION | | | \$77,878.13 | | | \$77,878.13 | Duplicate | WILLIAMSON COUNTY, TEXAS | 2944 | SEARS, ROEBUCK AND CO. | | | \$77,878.13 | | | \$77,878.13 |
| 47. WILLIAMSON COUNTY, TEXAS | 7212 | SEARS HOLDINGS CORPORATION | | | \$73,047.81 | | | \$73,047.81 | Duplicate | | | SEARS, ROEBUCK | | | | | | |
| 48. WILLIAMSON COUNTY, TEXAS | 7252 | SEARS, ROEBUCK AND CO. | | | \$73,047.81 | | | \$73,047.81 | Duplicate | WILLIAMSON COUNTY, TEXAS | 7294 | AND CO. | | | \$73,047.81 | | | \$73,047.81 |
| 49. YAVAPAI COUNTY TREASURER | 12668 | SEARS HOLDINGS CORPORATION | | | \$2,580.01 | | | \$2,580.01 | Duplicate | YAVAPAI COUNTY TREASURER | 12715 | SEARS HOLDINGS CORPORATION | | | \$2,580.01 | | | \$2,580.01 |

^{*} As a result of administrative procedures, the surviving claim no. may be lower than the claim no. to be disallowed.
** Asserted amount includes any unliquidated amounts.

Exhibit D

Claims Hearing Procedures

| UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK | | |
|--------------------------------------------------------------|----------|-------------------------|
| In re | - x : | Chapter 11 |
| SEARS HOLDINGS CORPORATION, et al., | : | Case No. 18-23538 (RDD) |

Debtors. 1 : x

COURT-ORDERED CLAIMS HEARING PROCEDURES

(Jointly Administered)

The claims hearing procedures (the "Claims Hearing Procedures") described herein have been ordered by the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") to apply to the Chapter 11 cases of the Sears Holdings Corporation and its affiliated debtors (collectively, the "Debtors").

Claims Hearing Procedures

1. Pursuant to the Amended Order Implementing Certain Notice and Case Management Procedures, entered on November 1, 2018 (ECF No. 405) (the "Amended Case Management Order"), the Bankruptcy Court established periodic omnibus hearings (the "Omnibus Hearings") in these Chapter 11 cases. The Debtors shall schedule the return date for claims objections, omnibus or otherwise, for hearing at Omnibus Hearings or other hearings the Debtors may schedule with the Bankruptcy Court.

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¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR - Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

- 2. The Bankruptcy Court may enter an order at the scheduled hearing sustaining an objection to proofs of claim (each, a "**Proof of Claim**") with respect to which no response (a "**Response**")² is properly filed and served.
- 3. The hearing to consider an objection to Proofs of Claim as to which a Response is properly filed and served (each, a "Contested Claim") shall be set for a contested hearing (a "Claims Hearing") to be scheduled by the Debtors, in their sole discretion, as set forth herein. The Debtors may request that the Bankruptcy Court schedule Claims Hearings on the date and/or time of the Omnibus Hearings or at another date and time.
- 4. The Debtors shall schedule a Claims Hearing for a Contested Claim as follows:
 - 1. For a non-evidentiary hearing to address whether the Contested Claim has failed to state a claim against the Debtors which can be allowed and should be dismissed pursuant to Bankruptcy Rule 7012 (a "Sufficiency Hearing"), unless the Debtors serve the applicable claimant (the "Claimant") with a Notice of Merits Hearing (as defined herein), the Sufficiency Hearing shall go forward at the return date set in accordance with paragraph 1 of these Claims Hearing Procedures. The legal standard of review that will be applied by the Bankruptcy Court at a Sufficiency Hearing will be equivalent to the standard applied by the Bankruptcy Court upon a motion to dismiss for failure to state a claim upon which relief can be granted.
 - 2. For an evidentiary hearing on the merits of a Contested Claim (a "Merits Hearing"), the Debtors may, in their sole discretion, serve upon the relevant Claimant, by email or overnight delivery, with a copy to the Creditors' Committee, and file with the Bankruptcy Court, a notice substantially in the form attached to the *Order Approving (I) Claims Objection Procedures, (II) Claims Settlement Procedures, and (III) Claims Hearing Procedures* (ECF No. 3014) as Exhibit 2 (a "Notice of Merits Hearing"), at least thirty (30) calendar days prior to the date of such Merits Hearing. The rules and procedures applicable to such Merits Hearing will be set forth in any scheduling order issued by the Bankruptcy Court in connection therewith.
- 5. Discovery with respect to a Contested Claim will not be permitted until either: (i) the Bankruptcy Court has held a Sufficiency Hearing and determined that the Contested Claim states a claim that could be allowed and should not be dismissed pursuant to Bankruptcy Rule 7012; or (ii) the Debtors have served on the relevant Claimant a Notice of Merits Hearing with respect to the Contested Claim.
- 6. The Debtors may file and serve a reply (a "**Reply**") to a Response no later than 4:00 p.m. (Prevailing Eastern Time) on the day that is at least two (2) business days prior to the date of the applicable hearing.
- 7. The Debtors, in their sole discretion, are authorized to further adjourn a hearing scheduled in accordance herewith at any time by providing notice to the Bankruptcy Court and the Claimant.

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² Any information submitted in connection with a Proof of Claim shall be part of the record with respect to the relevant Claim, and any such information already submitted need not be resubmitted in connection with the Claims Hearing Procedures.

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8. **Sanctions**. The Bankruptcy Court will consider appropriate sanctions, including allowance or disallowance of the Contested Claim, if either party does not follow the Claims Hearing Procedures.

BY ORDER OF THE BANKRUPTCY COURT

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Hearing Date and Time: October 15, 2020 at 10:00 a.m. (Eastern Time) Response Deadline: October 9, 2020 at 4:00 p.m. (Eastern Time)

WEIL, GOTSHAL & MANGES LLP

767 Fifth Avenue

New York, New York 10153 Telephone: (212) 310-8000 Facsimile: (212) 310-8007 Ray C. Schrock, P.C. Jacqueline Marcus

Garrett A. Fail Sunny Singh

Attorneys for Debtors and Debtors in Possession

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

-----X

In re : Chapter 11

SEARS HOLDINGS CORPORATION, et al., : Case No. 18-23538 (RDD)

•

Debtors.¹ : (Jointly Administered)

-----X

DEBTORS' TWENTY-SECOND OMNIBUS OBJECTION TO PROOFS OF CLAIM (PROPERTY TAX CLAIMS)

THIS OMNIBUS OBJECTION SEEKS TO DISALLOW AND EXPUNGE CERTAIN PROOFS OF CLAIM. CLAIMANTS RECEIVING THIS OMNIBUS OBJECTION

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR - Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 130 West 42nd Street, 17th Floor, New York, NY 10036.

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SHOULD LOCATE THEIR NAMES AND PROOFS OF CLAIM ON THE EXHIBIT ATTACHED TO THIS OMNIBUS OBJECTION.

IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT THE DEBTORS' COUNSEL, MICHAEL T. BUSCHMANN, ESQ., AT (212) 310-8016.

TO THE HONORABLE ROBERT D. DRAIN, UNITED STATES BANKRUPTCY JUDGE:

Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**"), respectfully represent as follows in support of this omnibus objection (the "**Objection**"):

Background

- 1. Beginning on October 15, 2018 and continuing thereafter, each of the Debtors commenced with the United States Bankruptcy Court for the Southern District of New York (the "Court") a voluntary case under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.
- 2. On October 24, 2018, the United States Trustee for Region 2 appointed an official committee of unsecured creditors. No trustee or examiner has been appointed in these chapter 11 cases.
- 3. The Debtors' chapter 11 cases are being jointly administered for procedural purposes only pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").
- 4. On February 8, 2019, the Court entered the Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection Therewith and (IV) Granting Related Relief (ECF No. 2507) (the "Sale Order"), approving that certain Asset Purchase Agreement (as amended, the "APA")

pursuant to which the Debtors sold substantially all their assets (the "Sale Transaction") to Transform Holdco LLC ("Transform"). The Sale Transaction closed on February 11, 2019 (the "Closing Date").

- 5. On October 15, 2019, the Court confirmed the Modified Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors (the "Plan").²
- 6. Additional information regarding the Debtors' business, capital structure, and the Plan is set forth in the *Disclosure Statement for Modified Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors* (ECF No. 4478).

Jurisdiction

7. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

- 8. The Debtors file this Objection pursuant to section 502 of the Bankruptcy Code, Bankruptcy Rule 3007, and the Claims Procedures Order, seeking entry of an order disallowing and expunging the Claims listed on **Exhibits A-C** annexed hereto, all of which relate to property tax claims for property previously leased or owned by the Debtors (collectively, the "**Property Tax Claims**").
- 9. The Debtors have examined each Property Tax Claim, all documentation provided with respect to each Property Tax Claim, and the Debtors' respective books and records, and have determined in each case the Property Tax Claim asserts a Claim against the Debtors for which the Debtors have no liability.
- 10. The Property Tax Claims listed in **Exhibit A** (the "**Disallowed Property Tax Claims**") should be disallowed and expunged as the Debtors' books and records show that the Disallowed Property Tax Claims were previously paid in full or otherwise satisfied.

² Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Plan.

- Claims") should be disallowed and expunged as the supporting documentation attached to the Disputed Property Tax Claims indicates that the invoices are not entitled to payment by the Debtors' estates because (i) they are not adequately supported with sufficient information showing a claim against the Debtors' estates, (ii) they assert amounts owed for a period subsequent to the termination of a corresponding lease, (iii) they assert amounts that the Debtors' books and records show were previously paid in full or otherwise satisfied; (iv) they assert amounts relating to properties which are not a part of the Debtors' estates; and/or (v) they assert amounts that were satisfied and/or released when the associated unexpired lease was assumed and assigned to Transform Holdco.
- Tax Claims") should be disallowed and expunged as the Debtors' books and records show that, in each case, the Duplicate/Amended Property Tax Claims are either duplicative of, or were superseded by, at least one corresponding claim identified under the heading "Surviving Claims" in Exhibit C (the "Surviving Claims"). This Objection does not affect any of the Surviving Claims and does not constitute an admission or acknowledgement by the Debtors that any such claims should be allowed. Unless the Surviving Claims were previously allowed, the Debtors preserve their rights to later object on any basis to any Surviving Claim.
- 13. The Debtors, therefore, request that the Property Tax Claims be disallowed and expunged accordingly. A proposed form of order granting the relief requested herein is annexed hereto as **Exhibit D** (the "**Proposed Order**").

The Property Tax Claims Should Be Disallowed and Expunged

14. A filed proof of claim is "deemed allowed, unless a party in interest . . . objects." 11 U.S.C. § 502(a). Upon an objection, the claimant has the burden to demonstrate the validity of the claim. *See Rozier v. Rescap Borrower Claims Tr. (In re Residential Capital, LLC)*, 15 Civ. 3248, 2016 WL, 796860, at *9 (S.D.N.Y. 2016); *In re Arcapita Bank B.S.C.(c)*, No. 12–11076 (SHL), 2013 WL

6141616, at *1 (Bankr. S.D.N.Y. Nov. 21, 2013), aff'd sub nom. In re Arcapita Bank B.S.C.(c), 508 B.R. 814, 817 (S.D.N.Y. 2014); In re Motors Liquidation Co., No. 09-50026, 2012 WL 1886755, at *3 (S.D.N.Y. May 12, 2012); In re Oneida, Ltd., 400 B.R. 384, 389 (Bankr. S.D.N.Y. 2009), aff'd, No. 09 Civ. 2229 (DC), 2010 WL 234827, at *5 (S.D.N.Y. Jan. 22, 2010); In re Adelphia Commc'ns Corp., Ch. 11 Case No. 02-41729, 2007 Bankr. LEXIS 660, at *15 (Bankr. S.D.N.Y. Feb. 20, 2007); In re Rockefeller Ctr. Props., 272 B.R. 524, 539 (Bankr. S.D.N.Y. 2000). Moreover, Section 502(b)(1) of the Bankruptcy Code provides, in relevant part, that a claim may not be allowed to the extent that "such claim is unenforceable against the debtor and property of the debtor, under any agreement or applicable law." 11 U.S.C. § 502(b)(1).

- In re Finley, Kumble, Wagner, Heine, Underberg, Manley, Myerson, & Casey, 160 B.R. 882, 892 (Bankr. S.D.N.Y. 1993) ("In bankruptcy, multiple recoveries for an identical injury are generally disallowed."). This Court routinely disallows and expunges duplicative claims filed against the same debtor. See, e.g. In re Tops Holding II Corporation, Case No. 18-22279 (RDD) (Bankr. S.D.N.Y. Mar. 11, 2019) (ECF No. 880) (disallowing and expunging duplicative claims); In re Ezra Holdings Ltd., Case No. 17-22405 (RDD) (Bankr. S.D.N.Y. Sept. 10, 2018) (ECF No. 464) (same); In re 21st Century Oncology Holdings, Inc., Case No. 17-22770 (RDD) (Bankr. S.D.N.Y. Apr. 27, 2018) (ECF No. 1078) (same); In re The Great Atlantic & Pacific Tea Company, Inc., Case No. 15-23007 (RDD) (Bankr. S.D.N.Y. Sept. 1, 2016) (ECF No. 3161) (same); In re MPM Silicones, LLC, Case No. 14-22503 (RDD) (Bankr. S.D.N.Y. Jan. 21, 2015) (ECF No. 1354) (same); In re RDA Holding Co., Case No. 13-22233 (RDD) (Bankr. S.D.N.Y. Sept. 18, 2013) (ECF No. 702) (same); In re Hostess Brands, Inc., Case No. 12-22052 (RDD) (Bankr. S.D.N.Y. Dec. 5, 2012) (ECF No. 1886) (same); In re Delphi Corporation, Case No. 05-44481 (RDD) (Bankr. S.D.N.Y. June 29, 2007) (ECF No. 8442) (same).
- 16. Further, pursuant to Bankruptcy Rule 3007(d)(5), a debtor may object to claims and seek their disallowance where such claims "have been satisfied or released during the case in accordance

with the [Bankruptcy] Code, applicable rules, or a court order" Fed. R. Bankr. P. 3007(d)(5). Upon an objection, the claimant has the burden to demonstrate the validity of the claim. *See Rozier v. Rescap Borrower Claims Tr. (In re Residential Capital, LLC)*, 15 Civ. 3248, 2016 WL, 796860, at *9 (S.D.N.Y. 2016); *In re Arcapita Bank B.S.C.(c)*, No. 12–11076 (SHL), 2013 WL 6141616, at *1 (Bankr. S.D.N.Y. Nov. 21, 2013), *aff'd sub nom. In re Arcapita Bank B.S.C.(c)*, 508 B.R. 814, 817 (S.D.N.Y. 2014); *In re Motors Liquidation Co.*, No. 09-50026, 2012 WL 1886755, at *3 (S.D.N.Y. May 12, 2012); *In re Oneida, Ltd.*, 400 B.R. 384, 389 (Bankr. S.D.N.Y. 2009), *aff'd*, No. 09 Civ. 2229 (DC), 2010 WL 234827, at *5 (S.D.N.Y. Jan. 22, 2010); *In re Adelphia Commc'ns Corp.*, Ch. 11 Case No. 02-41729, 2007 Bankr. LEXIS 660, at *15 (Bankr. S.D.N.Y. Feb. 20, 2007); *In re Rockefeller Ctr. Props.*, 272 B.R. 524, 539 (Bankr. S.D.N.Y. 2000).

- 17. The Debtors have reviewed the Property Tax Claims, all documents furnished by the claimants with respect to the Property Tax Claims, and the Debtors' books and records, and have determined that each Property Tax Claim asserts a claim for which the Debtors have no corresponding liability.
- 18. Therefore, the Debtors are not liable for the Property Tax Claims. To ensure that the claims register is accurate, and to avoid the possibility of improper recovery against the Debtors' estates, the Debtors request that the Court disallow and expunge the Property Tax Claims as set forth in **Exhibits A-C**.

Reservation of Rights

19. The Debtors hereby reserve the right to object in the future to any of the Claims subject to this Objection on any ground, and to amend, modify, and/or supplement this Objection to the extent an objection to a Claim is not granted. A separate notice and hearing will be scheduled for any such objection.

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Notice

20. Notice of this Objection has been provided in accordance with the procedures set

forth in the Amended Order Implementing Certain Notice and Case Management Procedures, entered on

November 1, 2018 (ECF No. 405) (the "Amended Case Management Order"). The Debtors respectfully

submit that no further notice is required.

21. No previous request for the relief sought herein has been made by the Debtors to

this or any other Court.

WHEREFORE the Debtors respectfully request entry of the Proposed Order granting the

relief requested herein and such other and further relief as is just.

Dated: September 18, 2020 New York, New York

/s/ Garrett A. Fail

Ray C. Schrock, P.C.

Jacqueline Marcus

Garrett A. Fail

Sunny Singh

WEIL, GOTSHAL & MANGES LLP

767 Fifth Avenue

New York, New York 10153

Telephone: (212) 310-8000

Facsimile: (212) 310-8007

Attorneys for Debtors

and Debtors in Possession

Exhibit A

Disallowed Property Tax Claims

| | | | | A | | ed Claims to be Disallowe | | Assessed | Assessed | | |
|----------|-----------------------------------------------------------|----------------------------------|------------------------------------|-----------------------------------|----------------------------|---------------------------|----------------------|-------------------------------|-------------------|--------------------------------------------|-------------------------------------------------------------------------------------------|
| | | | | Asserted 503(b)(9) Administrative | Asserted Administrative | Asserted Secured | Asserted Priority | Asserted General Unsecured | Asserted Total | | |
| Ref # | Name of Claimant | Proof of Claim No. to be | Asserted Debtor | Priority Claim Amount | Priority Claim Amount | Claim Amount | Claim Amount | Claim Amount | Claim Amount | Extent of Allowed Claim | Pageon for Proposed Disallowance |
| 1. | ADRIAN CITY SUMMER | Disallowed and Expunged 14404 | Sears Holdings | \$13,170.17 | Amount | Amount | \$13,170.07 | Amount | | Disallowed in its entirety | Reason for Proposed Disallowance All amounts asserted in the Claim were paid in |
| 2. | ANDERSON COUNTY, TEXAS | 3818 | Corporation Sears Holdings | | | \$7,029.77 | | | \$7 020 77 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| ۷. | | | Corporation | | | | | | | and expunged | full or otherwise satisfied |
| 3. | ATASCOSA COUNTY | 1065 | Sears Holdings Corporation | | | \$6,554.89 | | | \$6,554.89 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 4. | ATLANTA ISD | 20499 | Sears, Roebuck and Co. | | \$1,955.67 | | | | \$1,955.67 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 5. | BASTROP COUNTY | 4806 | Sears Operations LLC | | | \$7,661.93 | | | \$7,661.93 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 6 | BENTON COUNTY TREASURER | 8472 | Sears, Roebuck and Co. | | | \$4,475.08 | | | \$4,475.08 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 0. | | | | | | | | | | and expunged | full or otherwise satisfied |
| 7. | BEXAR COUNTY | 1250 | Sears, Roebuck and Co. | | | \$604,704.97 | | | \$604,704.97 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 8. | BEXAR COUNTY | 20201 | Sears, Roebuck and Co. | | \$419,476.90 | \$419,476.90 | | | \$838,953.80 | Disallowed in its entirety | Original claim amount was erroneously double |
| 9. | BLANCO CAD | 20364 | Sears, Roebuck and Co. | | | \$4,516.55 | | | \$4,516.55 | and expunged Disallowed in its entirety | counted. All amounts asserted in the Claim All amounts asserted in the Claim were paid in |
| 10. | BOX BUTTE COUNTY TREASURER | 19488 | Sears, Roebuck and Co. | | | | \$1,617.44 | | \$1.617.44 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | | | | | | \$1,017.44 | | | and expunged | full or otherwise satisfied |
| 11. | BROWARD COUNTY | 8627 | Sears Holdings Corporation | | | \$1,442.25 | | | \$1,442.25 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 12. | BROWARD COUNTY | 8633 | Sears Holdings | | | \$32,297.34 | | | \$32,297.34 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 13. | BROWARD COUNTY | 8640 | Corporation Sears Holdings | | | | \$1,035.73 | | \$1,035.73 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 14. | BROWARD COUNTY | 8681 | Corporation Sears Holdings | | | | \$2,155.39 | | \$2,155,39 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | | Corporation | | | | 4-, | | | and expunged | full or otherwise satisfied |
| 15. | BROWN CAD | 352 | Sears Holdings Corporation | | | \$9,022.91 | | | \$9,022.91 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 16. | Brown County Appraisal District | 4717 | Sears, Roebuck and Co. | | | \$9,022.91 | | | \$9,022.91 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 17. | CALCASIEU PARISH SHERIFF & TAX | 5390 | Sears Holdings | | | | \$158,167.28 | | \$158,167.28 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 18. | COLLECTOR CALVERT COUNTY, MARYLAND | 4096 | Corporation Kmart Corporation | | | \$3,453.22 | | | \$3,453.22 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | | | | | | | | | and expunged | full or otherwise satisfied |
| 19. | CHEROKEE CAD | 6997 | Sears Holdings Corporation | | | \$3,424.01 | | | \$3,424.01 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 20. | CHEROKEE COUNTY CAD | 2073 | Sears Holdings Corporation | | | \$3,260.95 | | | \$3,260.95 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 21. | CITY OF ATLANTA | 20498 | Sears, Roebuck and Co. | | \$1,017.32 | | | | \$1,017.32 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 22. | CITY OF CHATTANOOGA | 19811 | Sears, Roebuck and Co. | | | | \$5,332.22 | | \$5.332.22 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 23. | CITY OF CLEBURNE | | | | | \$2,200.00 | *-/ | | | and expunged | full or otherwise satisfied |
| 23. | | 3930 | Sears, Roebuck and Co. | | | \$3,320.33 | | | \$3,320.33 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 24. | CITY OF CUDAHY | 9964 | Sears Holdings Corporation | \$71,703.24 | | | | | \$71,703.24 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 25. | CITY OF DEL RIO | 1278 | Sears, Roebuck and Co. | | | \$4,861.97 | | | \$4,861.97 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 26. | CITY OF DEL RIO | 19861 | Sears, Roebuck and Co. | | | \$49.68 | | | \$49.68 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 27. | CITY OF EAGLE PASS | 1448 | Sears, Roebuck and Co. | | | \$1,567.14 | | | | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | | | | | \$1,307.14 | | | | and expunged | full or otherwise satisfied |
| 28. | CITY OF EAGLE PASS | 20495 | Sears, Roebuck and Co. | | \$1,492.72 | | | | \$1,492.72 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 29. | CITY OF EL PASO | 1242 | Sears Holdings | | | \$85,391.81 | | | \$85,391.81 | Disallowed in its entirety | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 30. | CITY OF EL PASO | 1301 | Corporation Sears, Roebuck and Co. | | | \$432,499.19 | | | \$432,499.19 | and expunged Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 31. | CITY OF EL PASO | 20372 | Sears, Roebuck and Co. | \$233,399.51 | | | | | \$233,399.51 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | | | \$200,000.01 | | 04.45.007.75 | | | | and expunged | full or otherwise satisfied |
| 32. | CITY OF GARLAND | 3879 | Sears, Roebuck and Co. | | | \$145,937.79 | | | | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 33. | CITY OF GRAPEVINE | 4053 | Sears, Roebuck and Co. | | | \$5,570.49 | | | \$5,570.49 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 34. | CITY OF HAMPTON TREASURER'S | 9483 | Sears Operations LLC | | | \$23,108.58 | | | \$23,108.58 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 35. | OFFICE CITY OF LAREDO TAX DEPT. | 19560 | Sears Holdings | | | | \$16,347.66 | | \$16,347.66 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | CITY OF MCALLEN | 20368 | Corporation Sears, Roebuck and Co. | | | \$5,286.77 | ,. | | | and expunged Disallowed in its entirety | full or otherwise satisfied |
| | | | · | | | | | | | and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 37. | CITY OF MCALLEN | 20374 | Sears Holdings Corporation | | | \$12,952.44 | | | \$12,952.44 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 38. | CITY OF MESQUITE AND MESQUITE | 19697 | Sears Holdings | | \$102,044.44 | | | | \$102,044.44 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 39. | INDEPENDENT SCHOOL DISTRICT CITY OF MESQUITE AND MESQUITE | 20538 | Corporation Sears Holdings | | \$205,180.47 | | | | \$205,180.47 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | INDEPENDENT SCHOOL DISTRICT CITY OF MINERAL WELLS | 3928 | Corporation Sears, Roebuck and Co. | | | \$1,633.65 | | | | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | | | | | | | | | and expunged | full or otherwise satisfied |
| 41. | CITY OF PLEASANTON | 1112 | Sears Holdings Corporation | | | \$1,579.80 | | | \$1,579.80 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| | | | | | | | ļ | | | 1 | |

| Ref | | Proof of Claim No. to be | | Asserted 503(b)(9) Administrative Priority Claim | Asserted Administrative Priority Claim | Asserted Secured Claim | Asserted Priority Claim | Asserted General Unsecured Claim | Asserted Total Claim | Extent of | |
|-----------------|------------------------------------------------------|---------------------------------|------------------------------------|--------------------------------------------------|----------------------------------------|-----------------------------------------|-------------------------------|----------------------------------------|----------------------------|--------------------------------------------|---------------------------------------------------------------------------------|
| # 42. | Name of Claimant CITY OF ROANOKE TREASURER | Disallowed and Expunged 1847 | Asserted Debtor Sears Holdings | Amount | Amount | Amount \$76,160.57 | Amount | Amount | Amount \$76,160,57 | Allowed Claim Disallowed in its entirety | Reason for Proposed Disallowance All amounts asserted in the Claim were paid in |
| | | | Corporation | | | | | | | and expunged | full or otherwise satisfied |
| 43. | CITY OF STEPHENVILLE | 20361 | Sears, Roebuck and Co. | | \$1,331.85 | \$1,331.85 | | | \$2,663.70 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 14. | CITY OF WACO AND/OR WACO INDEPENDENT SCHOOL DISTRICT | 2319 | Sears Holdings Corporation | | | \$1,474.56 | | | \$1,474.56 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 15. | CITY OF WACO AND/OR WACO | 7250 | Sears, Roebuck and Co. | | \$55,260.99 | | | | \$55,260.99 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 16. | INDEPENDENT SCHOOL DISTRICT CITY OF WESLACO | 3531 | Sears, Roebuck and Co. | | | \$1,864.76 | | | \$1,864.76 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 17. | CLARK COUNTY ASSESSOR | 20072 | Sears Holdings | | | \$7,038.90 | | | \$7.038.90 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | CLEBURNE INDEPENDENT SCHOOL | 3944 | Corporation Sears, Roebuck and Co. | | | \$6,731.36 | | | | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | DISTRICT CLEVELAND ISD | | SEARS, ROEBUCK AND | | \$3,302.61 | φο,τοτίου | | | | and expunged | full or otherwise satisfied |
| | | 20287 | CO. | | \$3,302.61 | | | | | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| | CLEVELAND ISD | 4266 | Sears, Roebuck and Co. | | | \$3,302.61 | | | \$3,302.61 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 1. | COLLIN COUNTY TAX ASSESSOR / COLLECTOR | 8926 | Sears Holdings Corporation | | | \$46.16 | | | \$46.16 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 52. | COLLIN COUNTY TAX ASSESSOR/ COLLECTOR | 8989 | Sears Holdings Corporation | | | \$1,103.98 | | | \$1,103.98 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 53. | COLLIN COUNTY TAX | 8936 | Sears Holdings | | | \$587.64 | | | \$587.64 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 54. | ASSESSOR/COLLECTOR COLLIN COUNTY TAX | 8985 | Corporation Sears Holdings | | | \$1,869.13 | | | \$1,869.13 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 55. | ASSESSOR/COLLECTOR COLLIN COUNTY TAX | 8988 | Corporation Sears Holdings | | | \$1,273.22 | | | \$1,273,22 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | ASSESSOR/COLLECTOR COUNTY OF SAN BERNARDINO | 5315 | Corporation Sears Holdings | | | \$156,913.76 | | | | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | | Corporation | | | | | | | and expunged | full or otherwise satisfied |
| | COUNTY OF SAN LUIS OBISPO TAX COLLECTOR | 10761 | Kmart Corporation | | | \$1,677.76 | | | | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 8. | CROWLEY INDEPENDENT SCHOOL DISTRICT | 4003 | Sears, Roebuck and Co. | | | \$155,076.76 | | | \$155,076.76 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 59. | CYPRESS - FAIRBANKS ISD | 4348 | Sears, Roebuck and Co. | | | \$177,747.31 | | | \$177,747.31 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 60. | CYPRESS - FAIRBANKS ISD | 19908 | Sears, Roebuck and Co. | | | \$50.40 | | | \$50.40 | Disallowed in its entirety | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 61. | CYPRESS-FAIRBANKS ISD | 20296 | Sears, Roebuck and Co. | | \$165,477.50 | | | | \$165,477.50 | and expunged Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 62. | Dallas County | 3471 | Sears, Roebuck and Co. | | | - | | | - | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 3. | Dallas County | 4090 | Sears, Roebuck and Co. | | | \$1,312,300.65 | | | \$1,312,300.65 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 64. | DENTON COUNTY, TEXAS | 2267 | Sears, Roebuck and Co. | | | \$34,419.06 | | | \$34,419,06 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | DENTON COUNTY, TEXAS | 7149 | Sears, Roebuck and Co. | | \$36,140.05 | ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, | | | | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | · | | | | \$30,140.03 | | | | | and expunged | full or otherwise satisfied |
| | EAGLE PASS ISD | 1390 | Sears, Roebuck and Co. | | | \$4,006.54 | | | | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 67. | EAGLE PASS ISD | 20494 | Sears, Roebuck and Co. | | \$3,206.60 | | | | \$3,206.60 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 88. | EL DORADO COUNTY TAX COLLECTOR | 11828 | Kmart Corporation | | | \$8,315.01 | \$8,315.0 | 01 | \$16,630.02 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 69. | ELLIS COUNTY | 20506 | Sears, Roebuck and Co. | | \$8,483.16 | | | | \$8,483.16 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 7 0. | ERATH COUNTY, TEXAS | 3794 | Sears Holdings | | | \$994.52 | | 1 | \$994.52 | Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 1. | FAYETTE COUNTY | 2480 | Corporation Sears, Roebuck and Co. | | | \$7,281.65 | | | \$7,281.65 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 72. | FORREST "BUTCH" FREEMAN | 6622 | Sears Holdings | | | \$67,761.20 | | | \$67,761.20 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | OKLAHOMA COUNTY TREASURER FORSYTH COUNTY TAX | 6115 | Corporation Sears Holdings | | | | \$9,223.0 |)7 | | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | COLLECTOR FORT BEND COUNTY | 4350 | Corporation Sears, Roebuck and Co. | | | \$13,778.73 | ψ0,220.t | | | and expunged | full or otherwise satisfied |
| | | | · | | • · · · · · · | φ13,776.73 | | | | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| | FORT BEND COUNTY | 20295 | Sears, Roebuck and Co. | | \$10,161.15 | | | | | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| | FRANKLIN COUNTY TREASURER- RE | 20012 | Sears, Roebuck and Co. | | | \$47,195.64 | | | \$47,195.64 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 7. | FRESNO COUNTY TAX COLLECTOR | 18502 | Kmart Corporation | | | \$1,905.67 | | | \$1,905.67 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 8. | Galveston County | 19906 | Sears, Roebuck and Co. | | | \$2,662.81 | | | \$2,662.81 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 9. | Galveston County | 20291 | Sears, Roebuck and Co. | | \$48,853.25 | | | | \$48,853.25 | Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 0. | GARFIELD COUNTY | 10448 | Sears Holdings | | | | \$2,241.5 | 50 | \$2,241.50 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 11. | GARLAND INDEPENDENT SCHOOL | 4144 | Corporation Sears, Roebuck and Co. | | | \$302,397.35 | | + | \$302,397.35 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | DISTRICT GRAPEVINE-COLLEYVILLE | 3914 | Sears, Roebuck and Co. | | | \$26,896.33 | | | | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | INDEPENDENT SCHOOL DISTRICT | 5517 | | | | ¥20,030.03 | | | Ψ20,030.33 | and expunged | full or otherwise satisfied |

| Ref | | Proof of Claim No. to be | | Asserted 503(b)(9) Administrative Priority Claim | Schedule of Satisfie Asserted Administrative Priority Claim | ed Claims to be Disallowe Asserted Secured Claim | d & Expunged Asserted Priority Claim | Asserted General Unsecured Claim | Asserted Total Claim | Extent of | |
|------|-----------------------------|--------------------------|------------------------------------|--------------------------------------------------|-------------------------------------------------------------|-----------------------------------------------------------|--------------------------------------|----------------------------------------|----------------------------|--------------------------------------------|--------------------------------------------------------------------------------------------|
| # | Name of Claimant | Disallowed and Expunged | Asserted Debtor | Amount | Amount | Amount | Amount | Amount | Amount | Allowed Claim | Reason for Proposed Disallowance |
| 83. | GRAY COUNTY | 7337 | Sears, Roebuck and Co. | | | \$9,104.00 | | | \$9,104.00 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 84. | Harris County | 26255 | Sears, Roebuck and Co. | | \$52,716.56 | | | | \$52,716.56 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 85. | HARRIS COUNTY, ET AL | 4376 | Sears, Roebuck and Co. | | | \$1,471,486.40 | | | \$1,471,486.40 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 86. | HARRIS COUNTY, ET AL | 19907 | Sears, Roebuck and Co. | | | \$27,568.26 | | | \$27,568.26 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 87. | HARRISION CAD | 2948 | Sears Holdings | | | \$4,765.82 | | | \$4.765.82 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 88. | HARRISION CAD | | Corporation | | \$5,004.12 | ,,,,, | | | | and expunged | full or otherwise satisfied |
| | | 7126 | Sears Holdings Corporation | | \$5,004.12 | | | | | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 89. | HARRISON COUNTY, TEXAS | 315 | Sears Holdings Corporation | | | \$7,661.93 | | | \$7,661.93 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 90. | HARRISON COUNTY, TEXAS | 2264 | Sears Holdings Corporation | | | \$890.47 | | | \$890.47 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 91. | HAYS COUNTY, TEXAS | 3799 | Sears Holdings | | | \$393.58 | | | \$393.58 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 92. | HENDERSON COUNTY | 14778 | Corporation Kmart Corporation | | | \$7,673.31 | | | \$7,673.31 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 93. | HENDERSON COUNTY, TEXAS | 426 | Sears Holdings | | | \$4,478.92 | | | \$4.478.92 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 94. | HENDERSON COUNTY, TEXAS | 2137 | Corporation Sears Operations LLC | | | \$4,478.92 | | | | and expunged | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | | | | | | | | | Disallowed in its entirety and expunged | full or otherwise satisfied |
| 95. | HENDERSON COUNTY, TEXAS | 7379 | Sears, Roebuck and Co. | | | \$4,702.93 | | | \$4,702.93 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 96. | HENNEPIN COUNTY TREASURER | 4346 | Sears Holdings Corporation | | | \$167,742.78 | | | \$167,742.78 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 97. | HIDALGO COUNTY | 20359 | Sears Holdings | | | \$55,603.40 | | | \$55,603.40 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 98. | HIDALGO COUNTY | 20421 | Corporation Sears, Roebuck and Co. | | | \$46,828.06 | | | \$46,828.06 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 99. | HOOD CAD | 20497 | Sears, Roebuck and Co. | | \$4,143.91 | | | | \$4.143.91 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 100. | HOPKINS COUNTY | 20500 | | | \$2,397.55 | | | | | and expunged | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | | Sears, Roebuck and Co. | | \$2,397.33 | | | | | Disallowed in its entirety and expunged | full or otherwise satisfied |
| 101. | JASPER COUNTY | 4532 | Sears, Roebuck and Co. | | | \$2,710.33 | | | \$2,710.33 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 102. | JASPER COUNTY | 20288 | Sears, Roebuck and Co. | | \$6,414.33 | | | | \$6,414.33 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 103. | JIM WELLS CAD | 4088 | Sears, Roebuck and Co. | | | \$12,345.15 | | | \$12,345.15 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 104. | JIM WELLS CAD | 20422 | Sears, Roebuck and Co. | | | \$6,784.02 | | | \$6,784.02 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 105. | JOHNSON COUNTY | 3833 | Sears, Roebuck and Co. | | | \$2,150.74 | | | \$2,150.74 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 106 | KENDALL COUNTY | 4173 | Sears Holdings | | | \$5,832.74 | | | \$5.832.74 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | KERN COUNTY TREASURER TAX | | Corporation | | | | | | | and expunged | full or otherwise satisfied |
| | COLLECTOR | 5790 | Kmart Corporation | | | \$6,402.19 | | | | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 108. | KERR COUNTY | 5507 | Sears, Roebuck and Co. | | | \$2,215.94 | | | \$2,215.94 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 109. | KING COUNTY TREASURY | 12220 | Kmart Corporation | | | \$94,318.50 | | | \$94,318.50 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 110. | Knox County Trustee | 4973 | Sears, Roebuck and Co. | | | \$26,625.00 | | | \$26,625.00 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 111. | Knox County Trustee | 5006 | Sears, Roebuck and Co. | | | \$1,690.00 | | | \$1,690.00 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 112. | LAKE COUNTY TAX COLLECTOR | 8224 | Sears Holdings | | | \$4,830.47 | | | \$4,830.47 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 113. | LEWIS COUNTY TREASURER | 14120 | Corporation Kmart Corporation | | | \$4,621.61 | | | | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | MARICOPA COUNTY TREASURER | | · | | \$40.404.00 | ψ1,021.01 | | | | and expunged | full or otherwise satisfied |
| | | 20508 | Sears Holdings Corporation | | \$12,491.90 | | | | | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 115. | MARION COUNTY | 19832 | Sears, Roebuck and Co. | | | | \$8,725.44 | | \$8,725.44 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 116. | MARION COUNTY | 19833 | Kmart Corporation | | | | \$20,790.66 | | \$20,790.66 | Disallowed in its entirety and expunded | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 117. | MARION COUNTY TAX COLLECTOR | 6604 | Sears, Roebuck and Co. | | | \$5,399.19 | | | \$5,399.19 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 118. | MARION COUNTY TAX COLLECTOR | 12750 | Sears, Roebuck and Co. | | | \$5,756.73 | | | \$5,756.73 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 119. | MARION COUNTY TAX COLLECTOR | 6603 | Sears, Roebuck and Co. | | | \$140,832.21 | | | \$140,832.21 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 120. | MARION COUNTY TAX COLLECTOR | 6606 | Sears, Roebuck and Co. | | | \$605,319.45 | | | | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | | · · | | \$7,000.40 | \$300,013.40 | | | | and expunged | full or otherwise satisfied |
| | MATAGORDA COUNTY | 20286 | SEARS, ROEBUCK AND CO. | | \$7,003.46 | | | | | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 122. | MATAGORDA COUNTY | 4379 | Sears, Roebuck and Co. | | | \$7,003.46 | | | \$7,003.46 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 123. | MESA COUNTY TREASURER | 11631 | Sears, Roebuck and Co. | | | \$4,119.08 | \$4,119.08 | | \$8,238.16 | Disallowed in its entirety and expunged | Original claim amount was erroneously double counted. All amounts asserted in the Claim |

| ef | Name of Claimant | Proof of Claim No. to be Disallowed and Expunged | Asserted Debtor | Asserted 503(b)(9) Administrative Priority Claim Amount | Schedule of Satisfi Asserted Administrative Priority Claim Amount | ied Claims to be Disallower Asserted Secured Claim Amount | d & Expunged Asserted Priority Claim Amount | Asserted General Unsecured Claim Amount | Asserted Total Claim Amount | Extent of Allowed Claim | Reason for Proposed Disallowance |
|--------------------------------------|---------------------------------------------------|--------------------------------------------------|---------------------------------------|---------------------------------------------------------|-------------------------------------------------------------------------------|-----------------------------------------------------------|-------------------------------------------------|-----------------------------------------|--------------------------------------|--------------------------------------------|--------------------------------------------------------------------------------------------|
| 4. MESA | COUNTY TREASURER | 26250 | Sears Holdings | , and and | 74.104.11 | \$743.44 | \$743.44 | 741104111 | | Disallowed in its entirety | Original claim amount was erroneously double |
| 5. METR | OPOLITAN GOVERNMENT OF | 4665 | Corporation Sears, Roebuck and Co. | | | \$120.91 | | | \$120.91 | and expunged Disallowed in its entirety | counted. All amounts asserted in the Claim All amounts asserted in the Claim were paid in |
| NASH) | VILLE & DAVIDSON COUNTY OPOLITAN GOVERNMENT OF | 4667 | Sears, Roebuck and Co. | | | | | | | and expunged | full or otherwise satisfied |
| NASH) | VILLE & DAVIDSON COUNTY | | | | | \$69.91 | | | \$69.91 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| | OPOLITAN GOVERNMENT OF VILLE & DAVIDSON COUNTY | 4642 | Sears, Roebuck and Co. | | | \$48.98 | | | \$48.98 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| B. METR | OPOLITAN GOVERNMENT OF | 4706 | Sears, Roebuck and Co. | | | \$298.65 | | | \$298.65 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 9. MEXIA | VILLE & DAVIDSON COUNTY INDEPENDENT SCHOOL | 469 | Sears Holdings | | | \$3,284.68 | | | \$3,284.68 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| DISTR D. MEXIA | ICT INDEPENDENT SCHOOL | 7322 | Corporation Sears Holdings | | \$3,448.92 | | | | \$3 448 92 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| DISTR | ICT | | Corporation | | 72,1111 | #0.004.00 | | | | and expunged | full or otherwise satisfied |
| DISTR | | 2161 | SEARS, ROEBUCK AND CO. | | | \$3,284.68 | | | \$3,284.68 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| MEXIA DISTR | INDEPENDENT SCHOOL | 2237 | SEARS OPERATIONS | | | \$3,284.68 | | | \$3,284.68 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 3. MIDLA | ND CENTRAL APPRAISAL | 3809 | Sears Operations LLC | | | \$18,546.33 | | | \$18,546.33 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| DISTR 4. MIDLA | ICT IND CENTRAL APPRAISAL | 7293 | Sears, Roebuck and Co. | | | \$19,147.86 | | | \$19,147.86 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| DISTR 5. MINEC | LICT DLA INDEPENDENT SCHOOL | 5197 | Sears, Roebuck and Co. | | | \$4,361.99 | | | | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| DISTR | ICT | | | | | | | | | and expunged | full or otherwise satisfied |
| | RAL WELLS INDEPENDENT OL DISTRICT | 4069 | Sears, Roebuck and Co. | | | \$3,544.54 | | | \$3,544.54 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| | GOMERY COUNTY | 20290 | Sears, Roebuck and Co. | | \$10,258.39 | | | | \$10,258.39 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| B. MULTI | NOMAH COUNTY-DART | 6700 | Kmart Corporation | | | \$5,620.54 | | | \$5,620.54 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 9 NACO | GDOCHES COUNTY, ET AL. | 5872 | Sears, Roebuck and Co. | | | \$3,068.56 | | | \$3,068,56 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | | | | | | | | | and expunged | full or otherwise satisfied |
| | RRO COUNTY | 20336 | Sears, Roebuck and Co. | | \$8,921.91 | \$8,921.91 | | | \$17,843.82 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 1. NAVAF | RRO COUNTY | 20366 | Sears, Roebuck and Co. | | \$8,921.91 | | | | \$8,921.91 | | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 2. NOLA | N COUNTY | 3929 | Sears, Roebuck and Co. | | | \$2,267.36 | | | \$2,267.36 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 3. NUEC | ES COUNTY | 20383 | Sears, Roebuck and Co. | | | \$63,151.27 | | | \$63,151.27 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | BEACH COUNTY TAX | | | | | | | | | and expunged | full or otherwise satisfied |
| COLLE | ECTOR | 19396 | Sears, Roebuck and Co. | | | \$7,993.90 | | | | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 5. PALO | PINTO COUNTY | 3920 | Sears, Roebuck and Co. | | | \$1,933.38 | | | \$1,933.38 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| | DENA INDEPENDENT SCHOOL | 8066 | Sears Holdings | | | \$92,550.74 | | | \$92,550.74 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 7. PECO: | S COUNTY | 1092 | Corporation Sears Holdings | | | \$5,260.50 | | | \$5,260.50 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| B. PIERC | E COUNTY FINANCE | 8718 | Corporation Sears, Roebuck and Co. | | | \$4,416.60 | | | \$4.416.60 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | | | | 607.00 | ¥ 1, 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 | | | | and expunged | full or otherwise satisfied |
| | E COUNTY FINANCE | 8908 | Sears, Roebuck and Co. | | \$87.83 | | | | | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| PLATT 790 (B | TE COUNTY COLLECTOR (DCN | 6270 | Sears Holdings Corporation | | | | \$3,249.41 | | \$3,249.41 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 1. POLK | | 4340 | Sears, Roebuck and Co. | | | \$5,919.40 | | | \$5,919.40 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 2. POLK | COUNTY | 20294 | SEARS, ROEBUCK AND | | \$5,519.40 | | | | \$5,519.40 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 3 POPE | COUNTY TAX COLLECTOR | 13240 | CO. Sears Holdings | | | | \$12,205.60 | | | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | | Corporation | | | | | | | and expunged | full or otherwise satisfied |
| 4. PORTI | ER COUNTY TREASURER | 20243 | Kmart Corporation | | | | \$4,405.82 | | \$4,405.82 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 5. PUEBL | LO COUNTY TREASURER | 17331 | SEARS HOLDINGS CORPORATION | | | | \$40,687.23 | | \$40,687.23 | Disallowed in its entirety | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 6. PUEBL | LO COUNTY TREASURER | 10776 | Sears Holdings | | | \$40,687.23 | | | \$40,687.23 | and expunged Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 7. PUEBL | LO COUNTY TREASURER | 10787 | Corporation Sears Holdings | | | | \$58,388.46 | | \$58.388.46 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | | Corporation | | | # 4 004 00 | 400,000.10 | | | and expunged | full or otherwise satisfied |
| | LO COUNTY TREASURER | 10795 | Sears Holdings Corporation | | | \$1,001.88 | | | * , | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 9. PUEBL | LO COUNTY TREASURER | 18287 | Sears Holdings Corporation | | | \$1,001.88 | | Τ | \$1,001.88 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| | ARDSON INDEPENDENT | 3870 | Sears, Roebuck and Co. | | | \$23,232.59 | | | \$23,232.59 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | OL DISTRICT AND COUNTY TREASURY | 7749 | Sears Holdings | | | | \$122,607.34 | | \$122,607.34 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 2. RICHM | MOND COUNTY TAX | 20353 | Corporation Sears, Roebuck and Co. | | | | \$26,586.56 | | \$26 E86 E6 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| COMM | MISSIONER | | | | | | | | | and expunged | full or otherwise satisfied |
| | UAN COUNTY | 11847 | Kmart Operations LLC | | | | \$2,290.92 | | \$2,290.92 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 4. SAN J | UAN COUNTY TREASURER | 11844 | Sears, Roebuck and Co. | | | | \$2,072.70 | | \$2,072.70 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |

| | Name of Claimant | Proof of Claim No. to be Disallowed and Expunged | Asserted Debtor | Asserted 503(b)(9) Administrative Priority Claim Amount | Asserted Administrative Priority Claim Amount | Asserted Secured Claim Amount | Asserted Priority Claim Amount | Asserted General Unsecured Claim Amount | Asserted Total Claim Amount | Extent of Allowed Claim | Reason for Proposed Disallowance |
|--------------------|-------------------------------------------------------|-----------------------------------------------------|--------------------------------------------------|---------------------------------------------------------|-----------------------------------------------|----------------------------------------|-----------------------------------------|-----------------------------------------|--------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------|
| | HELBY COUNTY TRUSTEE | 6567 | Sears, Roebuck and Co. | Amount | Amount | \$34,020.00 | Amount | Amount | | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 66. ISI | HELBY COUNTY TRUSTEE | 6582 | Sears Holdings | | | \$1,738.67 | | | \$1.738.67 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | HELBY COUNTY TRUSTEE | | Management Corporation | | | | | | | and expunged | full or otherwise satisfied |
| | | 6583 | Sears, Roebuck and Co. | | | \$304.56 | | | \$304.56 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 68. SH | HELBY COUNTY TRUSTEE | 6616 | Sears, Roebuck and Co. | | | \$32,400.00 | | | \$32,400.00 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 69. Sł | HELBY COUNTY TRUSTEE | 6618 | Sears Holdings | | | \$126,287.10 | | | \$126,287.10 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 70. Sł | HELBY COUNTY TRUSTEE | 6620 | Management Corporation Sears Holdings | | | \$23,883.26 | | | \$23,883.26 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 71. SI | HELBY COUNTY TRUSTEE | 6621 | Management Corporation Sears Holdings | | | \$34.79 | | | \$34.79 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 72 0 | HELBY COUNTY TRUSTEE | | Management Corporation | | | \$173.32 | | | | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | 6623 | Sears Holdings Management Corporation | | | | | | | and expunged | full or otherwise satisfied |
| 73. SH | HELBY COUNTY TRUSTEE | 6624 | Sears, Roebuck and Co. | | | \$2,086.16 | | | \$2,086.16 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 74. Sł | HELBY COUNTY TRUSTEE | 6625 | Sears, Roebuck and Co. | | | \$11,587.86 | | | \$11,587.86 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 75. Sł | HELBY COUNTY TRUSTEE | 6626 | Sears Holdings | | | \$16,344.18 | | | \$16,344.18 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 76. SI | HELBY COUNTY TRUSTEE | 6730 | Management Corporation Sears, Roebuck and Co. | | | \$22,072.50 | | | \$22.072.50 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | HELBY COUNTY TRUSTEE | 8273 | Sears, Roebuck and Co. | | | \$4,531.14 | | | | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | | | | | \$4,551.14 | | | | and expunged | full or otherwise satisfied |
| | HERIFF & TREASURER OF ARRISON COUNTY | 19273 | Sears Holdings Corporation | | | | \$1,574.26 | | \$1,574.26 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 79. SN | MITH COUNTY | 3616 | Sears, Roebuck and Co. | | | \$13,708.86 | | | \$13,708.86 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 80. SC | DLANO COUNTY TAX COLLECTOR | 19979 | Sears, Roebuck and Co. | | | \$13,505.55 | | | \$13,505.55 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 81. ST | T. LOUIS COUNTY COLLECTOR OF | 9492 | Sears Holdings | | | | \$32.30 | | \$32.30 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| RE | EVENUE FANISLAUS COUNTY TAX | | Corporation | | | | | | | and expunged | full or otherwise satisfied |
| C | OLLECTOR | 20078 | Sears Holdings Management Corporation | | | | \$946.04 | | | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| | FANISLAUS COUNTY TAX OLLECTOR | 20100 | SEARS HOLDINGS MANAGEMENT | | | | \$946.04 | 1 | \$946.04 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| | TEPHENVILLE ISD | 20347 | Sears, Roebuck and Co. | | \$3,569.08 | \$3,569.08 | | | \$7,138.16 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 85. S ¹ | TEPHENVILLE ISD | 20378 | SEARS, ROEBUCK AND | | \$3,569.08 | | | | \$3,569.08 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 86. SI | JLPHUR SPRINGS ISD | 20349 | CO. Sears, Roebuck and Co. | | \$3,700.86 | \$3,700.86 | | | \$7.401.72 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | JLPHUR SPRINGS ISD | 20379 | Sears, Roebuck and Co. | | \$3,700.86 | , , , , , , , | | | | and expunged Disallowed in its entirety | full or otherwise satisfied |
| | | | | | \$3,700.00 | | | | | and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| | WEETWATER INDEPENDENT CHOOL DISTRICT | 3919 | Sears, Roebuck and Co. | | | \$2,924.21 | | | \$2,924.21 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| | arrant County | 4202 | Sears, Roebuck and Co. | | | \$326,238.91 | | | \$326,238.91 | Disallowed in its entirety | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 90. Ta | arrant County | 4617 | Sears, Roebuck and Co. | | | \$307,910.71 | | | \$307,910.71 | and expunged Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 91. Ta | ax Appraisal District of Bell County | 4677 | Sears Operations LLC | | | \$52,288.14 | | | \$52,288.14 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | AXING DISTRICTS COLLECTED BY | | Sears, Roebuck and Co. | | | | | | | and expunged | full or otherwise satisfied |
| R/ | ANDALL COUNTY | 7409 | | | | \$19,199.20 | | | | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 93. TE | ERRY CAD | 4755 | Sears Holdings Corporation | | | \$284.90 | | | \$284.90 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 94. Th | HE CITY OF MESQUITE AND ESQUITE INDEPENDENT SCHOOL | 4519 | Sears Holdings | | | \$213,745.01 | | | \$213,745.01 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 95. TH | HE CITY OF MESQUITE AND | 4705 | Corporation Sears Holdings | | | \$102,044.44 | | | \$102,044.44 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 96. TH | ESQUITE INDEPENDENT SCHOOL HE COUNTY OF HENDERSON, | 20313 | Corporation Sears Holdings | | \$3,096.94 | | | | \$3.096.94 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| TE | EXAS | | Corporation | | **,**** | \$2.04F.F0 | | | | and expunged | full or otherwise satisfied |
| | HE COUNTY OF WHARTON | 4803 | Sears Operations LLC | | | \$3,045.59 | | | | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 98. TH | HE TOWN OF WINDHAM, CT | 10606 | Sears Holdings Corporation | | | \$95,144.88 | | | \$95,144.88 | Disallowed in its entirety and expunded | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 99. TH | HURSTON COUNTY TREASURER | 4373 | Sears Holdings | | | \$3,164.05 | | | \$3,164.05 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | OWN OF WINDHAM REVENUE | 8068 | Corporation Sears Holdings | | | \$58,500.70 | | | \$58,500.70 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | OLLECTOR WIN FALLS COUNTY TREASURER | 20066 | Corporation Sears Holdings | | | | \$729.00 | | \$729 00 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | YLER INDEPENDENT SCHOOL | | Corporation | | | 604.040.47 | ψ. 23.00 | | | and expunged | full or otherwise satisfied |
| DI | STRICT | 5196 | Sears, Roebuck and Co. | | | \$24,640.17 | | | \$24,640.17 | and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 03. UI | NIFIED GOVERNMENT TREASURY | 14130 | Sears Holdings Corporation | | | | \$59,821.02 | | \$59,821.02 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 04. U | VALDE COUNTY | 5540 | Sears, Roebuck and Co. | | | \$7,927.65 | | | \$7,927.65 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 05. V | AL VERDE COUNTY | 1430 | Sears, Roebuck and Co. | | | \$5,055.13 | | | \$5,055.13 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |

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Debtors' Twenty Second Omnibus Objection to Claims Exhibit 1 - Claims Paid In Full

| | | | | | Schedule of Satisfie | d Claims to be Disallowe | d & Expunged | | | | |
|------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|------------------------|--------------------|----------------------|--------------------------|--------------|-------------------|--------------|----------------------------|------------------------------------------------|
| | | | | Asserted 503(b)(9) | Asserted | Asserted | Asserted | Asserted | Asserted | | |
| | | | | Administrative | Administrative | Secured | Priority | General Unsecured | Total | | |
| Ref | | Proof of Claim No. to be | | Priority Claim | Priority Claim | Claim | Claim | Claim | Claim | Extent of | |
| # | Name of Claimant | Disallowed and Expunged | Asserted Debtor | Amount | Amount | Amount | Amount | Amount | Amount | Allowed Claim | Reason for Proposed Disallowance |
| 206. | WASHOE COUNTY TREASURER | 19178 | Sears, Roebuck and Co. | | | \$6,476.34 | | | \$6,476.34 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | | | | | | | | | | and expunged | full or otherwise satisfied |
| 207. | WELD COUNTY TREASURER'S | 3802 | Sears, Roebuck and Co. | | | | \$3,768.20 | | \$3,768.20 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | OFFICE | | | | | | | | | and expunged | full or otherwise satisfied |
| 208. | WESLACO INDEPENDENT SCHOOL | 3767 | Sears, Roebuck and Co. | | | \$3,243.68 | | | \$3,243.68 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | DISTRICT | | | | | | | | | and expunged | full or otherwise satisfied |
| 209. | WHARTON CO JR COLL | 4352 | Sears, Roebuck and Co. | | | \$155.70 | | | \$155.70 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | | | | | | | | | | and expunged | full or otherwise satisfied |
| 210. | WHARTON CO JR COLL | 20285 | SEARS, ROEBUCK AND | | \$155.70 | | | | \$155.70 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | | | CO. | | | | | | | and expunged | full or otherwise satisfied |
| 211. | WHARTON COUNTY, TEXAS | 486 | Sears Holdings | | | \$3,045.59 | | | \$3,045.59 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | | | Corporation | | | | | | | and expunged | full or otherwise satisfied |
| 212. | WHITFIELD COUNTY TAX | 10294 | Kmart Corporation | | | | \$8,650.47 | | \$8,650.47 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | COMMISSIONER | | | | | | | | | and expunged | full or otherwise satisfied |
| 213. | WHITFIELD COUNTY TAX | 20419 | Kmart Corporation | | | | \$8,477.39 | | \$8,477.39 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | COMMISSIONER | | | | | | | | | and expunged | full or otherwise satisfied |
| 214. | WILLIAMSON COUNTY, TEXAS | 2944 | Sears, Roebuck and Co. | | | \$77,878.13 | | | \$77,878.13 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | | | | | | | | | | and expunged | full or otherwise satisfied |
| 215. | WILLIAMSON COUNTY, TEXAS | 7294 | Sears, Roebuck and Co. | | | \$73,047.81 | | | \$73,047.81 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | | | | | | | | | | and expunged | full or otherwise satisfied |
| 216. | WILLIAMSON COUNTY, TEXAS | 7907 | MaxServ, Inc. | | | \$495,711.40 | | | \$495,711.40 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | | | | | | | | | | and expunged | full or otherwise satisfied |
| 217. | WILSON COUNTY | 1276 | Sears Holdings | | | \$5,308.60 | | | \$5,308.60 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | | | Corporation | | | | | | | and expunged | full or otherwise satisfied |
| 218. | WIND GAP BOROUGH TAX | 9820 | Sears Holdings | | | | | \$24,306.20 | \$24,306.20 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | COLLECTOR | | Corporation | | | | | | | and expunged | full or otherwise satisfied |
| 219. | WOOD COUNTY | 20334 | SEARS, ROEBUCK AND | - | \$2,213.94 | Unliquidated | - | - | \$2,213.94 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | | | CO. | | | | | | | and expunged | full or otherwise satisfied |
| 220. | WOOD COUNTY | 20367 | SEARS, ROEBUCK AND | - | \$2,213.94 | - | - | - | \$2,213.94 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | VALUE AND DESCRIPTION OF THE PROPERTY OF THE P | | CO. | | | | | | | and expunged | full or otherwise satisfied |
| 220. | YAKIMA COUNTY TREASURER | 5786 | Sears Holdings | | | \$4,176.41 | | | \$4,176.41 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | | | Corporation | | | | | | | and expunged | full or otherwise satisfied |

Exhibit B

Disputed Property Tax Claims

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Debtors' Twenty Second Omnibus Objection to Claims Exhibit 2 - Disputed Claims In re: Sears Holdings Corporation, et al. Case No. 18-23538 (RDD)

| | | | | | Schedule of Sa | tisfied Claims to be Disa | llowed and Expunged | | | | |
|----------|------------------------------|-----------------------------------------------------|-------------------------------------|---------------------------------------------------------|-----------------------------------------------|----------------------------------------|--------------------------------|-----------------------------------------|--------------------------------------|--------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Ref # | Name of Claimant | Proof of Claim No. to be Disallowed and Expunged | Asserted Debtor | Asserted 503(b)(9) Administrative Priority Claim Amount | Asserted Administrative Priority Claim Amount | Asserted Secured Claim Amount | Asserted Priority Claim Amount | Asserted General Unsecured Claim Amount | Asserted Total Claim Amount | Debtors' Estimated Allowed Amount | Reason for Proposed Disallowance |
| . CLE | RMONT COUNTY TREASURER | 20187 | Kmart Corporation | - | - | \$102,080.01 | - | - | \$102,080.01 | \$0.00 | Claim is not adequately supported |
| 2. COL | JNTY OF LEXINGTON | 8383 | Sears Holdings Corporation | - | - | \$25,088.62 | - | - | \$25,088.62 | \$0.00 | The Claim asserts amounts owed subsequent to the termination of the corresponding lease |
| 3. DES | SOTO COUNTY, MISSISSIPPI | 19770 | Sears, Roebuck and Co. | - | - | - | \$545,014.50 | - | \$545,014.50 | \$0.00 | Claim is not adequately supported |
| 4. KING | G COUNTY TREASURY | 11206 | Sears, Roebuck and Co. | - | - | \$22,533.47 | - | - | \$22,533.47 | \$0.00 | All asserted amounts are either paid / satisfied or relate to properties which are not a part of the Sears Estate |
| 5. LEE | COUNTY TAX COLLECTOR | 19900 | Florida Builder Appliances, Inc. | - | - | \$4,152.21 | - | - | \$4,152.21 | \$0.00 | The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC. |
| 6. MIAI | MI-DADE COUNTY TAX COLLECTOR | 7737 | Sears Holdings Corporation | - | - | \$1,090.98 | - | - | \$1,090.98 | \$0.00 | The Claim refers to a property which is not a part of the Sears Estate |
| 7. MON | NTGOMERY COUNTY | 19910 | Sears, Roebuck and Co. | - | - | \$3,735.84 | - | - | \$3,735.84 | \$0.00 | The Claim refers to a property which is not a part of the Sears Estate |
| | M BEACH COUNTY TAX LECTOR | 11359 | Sears, Roebuck and Co. | - | - | \$26,159.12 | - | - | \$26,159.12 | \$0.00 | The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC. |
| 9. Was | shoe County Treasurer | 26217 | Sears Holdings Corporation | - | - | - | \$7,654.28 | - | \$7,654.28 | \$0.00 | The Claim was satisfied and/or released, as a portion of the claim has been paid and the associated contract was assumed and assigned to Transform Holdco LLC.for the remaining amount |

* Asserted amount includes any unliquidated amounts.

Exhibit C

Duplicate/Amended Property Tax Claims

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Debtors' Twenty Second Omnibus Objection to Claims Exhibit 3 - Amended or Duplicate Claims

| | | | | | ms to be Disallowed | | | | | | | · | | | ng Claims | | | | |
|----------|------------------------------------|----------------------------------|-------------------------------|------------------------------------------------------------|-----------------------------------------------------------|-------------------------------------------|--------------------------------------------|--------------------------------------------|-----------------------------------------|-----------------------------------------|---------------------------------------------------------------------------------------------------------------|------------------------|-------------------------------|------------------------------------------------------------|-----------------------------------------------------------|-------------------------------------------|--------------------------------------------|--------------------------------------------|-----------------------------------------|
| Ref # | Name of Claimant | Claim No. to be Disallowed | Asserted Debtor | Asserted 503(b)(9) Administrative Priority Claim Amount ** | Asserted Administrative Priority Claim Amount ** | Asserted Secured Claim Amount ** | Asserted Priority Claim Amount ** | Asserted General Unsecured Claim Amount ** | Asserted Total Claim Amount ** | Reason for Claim to be Disallowed | Name of Claimant | Surviving Claim No. | * Asserted Debtor | Asserted 503(b)(9) Administrative Priority Claim Amount ** | Asserted Administrative Priority Claim Amount ** | Asserted Secured Claim Amount ** | Asserted Priority Claim Amount ** | Asserted General Unsecured Claim Amount ** | Asserted Total Claim Amount ** |
| 1. | ANDERSON COUNTY, TEXAS | 440 | SEARS OPERATIONS | | | \$7,029.77 | | 7.11.0 | \$7,029.77 | Duplicate | | | | | | | | | |
| 2. | ANDERSON COUNTY, TEXAS | 3801 | LLC SEARS, ROEBUCK | | | \$7,029.77 | | | \$7,029.77 | Duplicate | ANDERSON COUNTY, TEXAS | 3818 | SEARS HOLDINGS CORPORATION | | | \$7,029.77 | | | \$7,029.77 |
| | | | AND CO. | | | | | | | | | | | | | | | | |
| 3. | ATLANTA ISD | 20322 | SEARS, ROEBUCK AND CO. | | \$1,955.67 | | | | \$1,955.67 | Duplicate | ATLANTA ISD | 20499 | SEARS, ROEBUCK AND CO. | | \$1,955.67 | | | | \$1,955.67 |
| 4. | BASTROP COUNTY | 2349 | SEARS, ROEBUCK AND CO. | | | \$7,661.93 | | | \$7,661.93 | Duplicate | BASTROP COUNTY | 4806 | SEARS OPERATIONS LLC | | | \$7,661.93 | | | \$7,661.93 |
| 5. | Bell County Tax Appraisal District | 391 | Sears Holdings Corporation | | | \$52,288.14 | | | \$52,288.14 | Duplicate | | | 0 | | | | | | |
| 6. | Bell County Tax Appraisal District | 3047 | Sears, Roebuck and Co. | | | \$52,288.14 | | | \$52,288.14 | Duplicate | Tax Appraisal District of Bell County | 4677 | Sears Operations LLC | | | \$52,288.14 | | | \$52,288.14 |
| 7. | Bowie CAD | 1466 | Kmart Stores of Texas LLC | | | \$109,848.12 | | | \$109,848.12 | Duplicate | | | | | | | | | |
| 8. | Bowie CAD | 1474 | Kmart Corporation | | | \$109,848.12 | | | \$109,848.12 | Duplicate | _ | | | | | | | | |
| 9. | Bowie Central Appraisal District | 2129 | Sears Operations LLC | | | \$109,848.12 | | | \$109,848.12 | Duplicate | Bowie CAD | 418 | Sears Holdings Corporation | | | \$109,848.12 | | | \$109,848.12 |
| 10. | Bowie Central Appraisal District | 3805 | Sears, Roebuck and Co. | | | \$109,848.12 | | | \$109,848.12 | Duplicate | _ | | | | | | | | |
| 11. | Bowie CAD | 418 | Sears Holdings Corporation | | | \$109,848.12 | | | \$109,848.12 | Amended | Bowie Central Appraisal District, collecting property taxes for The County of Bowie, Texas, The City of | 26252 | Sears Holdings Corporation | | | \$21,052.46 | | | \$21,052.46 |
| 12. | Bowie Central Appraisal District | 6998 | Sears Holdings Corporation | | | \$115,340.57 | | | \$115,340.57 | Amended | Bowie Central Appraisal District, Texas | 20403 | Sears Holdings Corporation | | | \$17,122.85 | | | \$17,122.85 |
| 13. | BRAZOS COUNTY, TEXAS | 333 | SEARS HOLDINGS CORPORATION | | | \$27,941.92 | | | \$27,941.92 | Duplicate | BRAZOS COUNTY, TEXAS | 4808 | SEARS OPERATIONS LLC | | | \$27,941.92 | | | \$27,941.92 |
| | BROWN COUNTY APPRAISAL DISTRICT | 3373 | SEARS OPERATIONS LLC | | | \$9,022.91 | | | \$9,022.91 | Duplicate | BROWN COUNTY APPRAISAL DISTRICT | 4717 | SEARS, ROEBUCK AND CO. | | | \$9,022.91 | | | \$9,022.91 |
| 15. | CAMERON COUNTY | 20247 | SEARS, ROEBUCK AND CO. | | | \$50,821.96 | | | \$50,821.96 | Duplicate | CAMERON COUNTY | 20413 | KMART CORPORATION | | | \$50,821.96 | | | \$50,821.96 |
| 16. | CHEROKEE COUNTY CAD | 398 | SEARS OPERATIONS LLC | | | \$3,260.95 | | | \$3,260.95 | Duplicate | CHEROKEE COUNTY CAD | 2073 | SEARS HOLDINGS CORPORATION | | | \$3,260.95 | | | \$3,260.95 |
| 17. | CITY OF ATLANTA | 20321 | SEARS, ROEBUCK AND CO. | | \$1,017.32 | | | | \$1,017.32 | Duplicate | CITY OF ATLANTA | 20498 | SEARS, ROEBUCK AND CO. | | \$1,017.32 | | | | \$1,017.32 |
| 18. | CITY OF EAGLE PASS | 20382 | SEARS, ROEBUCK AND CO. | | \$1,492.72 | | | | \$1,492.72 | Duplicate | CITY OF EAGLE PASS | 20495 | SEARS, ROEBUCK AND CO. | | \$1,492.72 | | | | \$1,492.72 |
| 19. | CITY OF FRISCO | 20315 | SEARS, ROEBUCK AND CO. | | \$1,080.25 | | | | \$1,080.25 | Duplicate | CITY OF FRISCO | 20496 | SEARS, ROEBUCK AND CO. | | \$1,080.25 | | | | \$1,080.25 |
| 20. | CITY OF STEPHENVILLE | 20348 | SEARS, ROEBUCK AND CO. | | \$1,331.85 | | | | \$1,331.85 | Duplicate | CITY OF STEPHENVILLE | 20361 | SEARS, ROEBUCK AND CO. | | \$1,331.85 | | | | \$1,331.85 |
| 21. | CITY OF SULPHUR SPRINGS | 20319 | SEARS, ROEBUCK AND CO. | | \$1,205.78 | | | | \$1,205.78 | Duplicate | | | | | | | | | |
| 22. | CITY OF SULPHUR SPRINGS | 20504 | SEARS, ROEBUCK AND CO. | | \$1,205.78 | | | | \$1,205.78 | Duplicate | CITY OF SULPHUR SPRINGS | 3574 | SEARS, ROEBUCK AND CO. | | | \$1,205.78 | | | \$1,205.78 |

^{*} As a result of administrative procedures, the surviving claim no. may be lower than the claim no. to be disallowed.
** Asserted amount includes any unliquidated amounts.

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Debtors' Twenty Second Omnibus Objection to Claims Exhibit 3 - Amended or Duplicate Claims

| | | | Asserted 503(b)(9) | ms to be Disallowed Asserted | Asserted | Asserted | Asserted | Asserted | | + | | 1 | Asserted 503(b)(9) | ing Claims Asserted | Asserted | Asserted | Asserted | Asserted |
|----------------------------------------------------------|--------------|-------------------------------|----------------------------------|----------------------------------|------------------|-------------------|-------------------------|----------------|---------------------------|------------------------------------------------------------|-----------|-------------------------------|----------------------------------|----------------------------------|------------------|-------------------|-------------------------|----------------|
| ef | Claim No. | Asserted | Administrative Priority Claim | Administrative Priority Claim | Secured Claim | Priority Claim | General Unsecured Claim | Total Claim | Reason for Claim to be | | Surviving | | Administrative Priority Claim | Administrative Priority Claim | Secured Claim | Priority Claim | General Unsecured Claim | Total Claim |
| # Name of Claimant | Disallowed * | Debtor | Amount ** | Amount ** | Amount ** | Amount ** | Amount ** | Amount ** | Disallowed | Name of Claimant | Claim No. | Asserted Debtor | Amount ** | Amount ** | Amount ** | Amount ** | Amount ** | Amount ** |
| 23. CITY OF WACO AND/OR WACO INDEPENDENT SCHOOL DISTRICT | 7287 | SEARS HOLDINGS CORPORATION | | \$55,260.99 | | | | \$55,260.99 | Amended | CITY OF WACO AND/OR WACO INDEPENDENT SCHOOL DISTRICT | 20399 | SEARS, ROEBUCK AND CO. | | | \$41,166.43 | | | \$41,166.43 |
| 24. CITY OF WACO AND/OR WACO INDEPENDENT SCHOOL DISTRICT | 497 | SEARS, ROEBUCK AND CO. | | | \$1,474.56 | | | \$1,474.56 | Duplicate | CITY OF WACO AND/OR WACO INDEPENDENT SCHOOL DISTRICT | 2319 | SEARS HOLDINGS CORPORATION | | | \$1,474.56 | | | \$1,474.56 |
| 25. Dallas County | 20327 | Sears, Roebuck and Co. | | \$1,059,413.65 | | | | \$1,059,413.65 | Duplicate | Dallas County | 20365 | Sears, Roebuck and Co. | | \$1,059,413.65 | | | | \$1,059,413.65 |
| 26. DENTON COUNTY, TEXAS | 2263 | SEARS OPERATIONS LLC | | | \$34,419.06 | | | \$34,419.06 | Duplicate | DENTON COUNTY, TEXAS | 2267 | SEARS, ROEBUCK AND CO. | | | \$34,419.06 | | | \$34,419.06 |
| 27. EAGLE PASS ISD | 20385 | SEARS, ROEBUCK AND CO. | | \$3,206.60 | | | | \$3,206.60 | Duplicate | EAGLE PASS ISD | 20494 | SEARS, ROEBUCK AND CO. | | \$3,206.60 | | | | \$3,206.60 |
| 28. ELKO COUNTY TREASURER | 19073 | SEARS, ROEBUCK AND CO. | | | | \$9,369.19 | | \$9,369.19 | Duplicate | ELKO COUNTY TREASURER | 20543 | SEARS, ROEBUCK AND CO. | | | | \$9,376.19 | | \$9,376.19 |
| 29. ELLIS COUNTY | 20323 | SEARS, ROEBUCK AND CO. | | \$8,483.16 | | | | \$8,483.16 | Duplicate | ELLIS COUNTY | 20506 | SEARS, ROEBUCK AND CO. | | \$8,483.16 | | | | \$8,483.16 |
| 30. ERATH COUNTY, TEXAS | 437 | SEARS OPERATIONS LLC | | | \$994.52 | | | \$994.52 | Duplicate | | | SEARS HOLDINGS | | | | | | |
| 31. ERATH COUNTY, TEXAS | 3532 | SEARS, ROEBUCK AND CO. | | | \$994.52 | | | \$994.52 | Duplicate | ERATH COUNTY, TEXAS | 3794 | CORPORATION | | | \$994.52 | | | \$994.52 |
| 32. HARRISON CENTRAL APPRAISAL DISTRICT | 445 | SEARS OPERATIONS LLC | | | \$4,765.82 | | | \$4,765.82 | Duplicate | HARRISON CAD | 2948 | SEARS HOLDINGS CORPORATION | | | \$4,765.82 | | | \$4,765.82 |
| 33. HARRISON COUNTY, TEXAS | 441 | SEARS OPERATIONS LLC | | | \$890.47 | | | \$890.47 | Duplicate | HARRISON COUNTY, TEXAS | 2264 | SEARS HOLDINGS CORPORATION | | | \$890.47 | | | \$890.47 |
| 34. HAYS COUNTY, TEXAS | 475 | SEARS OPERATIONS LLC | | | \$393.58 | | | \$393.58 | Duplicate | HAYS COUNTY, TEXAS | 3799 | SEARS HOLDINGS CORPORATION | | | \$393.58 | | | \$393.58 |
| 35. HOOD CAD | 20320 | SEARS, ROEBUCK AND CO. | | \$4,143.91 | | | | \$4,143.91 | Duplicate | HOOD CAD | 20497 | SEARS, ROEBUCK AND CO. | | \$4,143.91 | | | | \$4,143.91 |
| 36. HOPKINS COUNTY | 20324 | SEARS, ROEBUCK AND CO. | | \$2,397.55 | | | | \$2,397.55 | Duplicate | HOPKINS COUNTY | 20500 | SEARS, ROEBUCK AND CO. | | \$2,397.55 | | | | \$2,397.55 |
| 37. IRVING ISD | 20350 | SEARS, ROEBUCK AND CO. | | \$8,456.26 | | | | \$8,456.26 | Duplicate | IRVING ISD | 20360 | SEARS, ROEBUCK AND CO. | | \$8,456.26 | | | | \$8,456.26 |
| 38. MCLENNAN COUNTY | 20231 | SEARS, ROEBUCK AND CO. | | | \$12,535.78 | | | \$12,535.78 | Duplicate | MCLENNAN COUNTY | 20375 | SEARS, ROEBUCK AND CO. | | | \$12,535.78 | | | \$12,535.78 |
| 39. MEXIA INDEPENDENT SCHOOL DISTRICT | 7178 | SEARS, ROEBUCK AND CO. | | \$3,448.92 | | | | \$3,448.92 | Duplicate | MEXIA INDEPENDENT SCHOOL DISTRICT | 7322 | SEARS HOLDINGS CORPORATION | | \$3,448.92 | | | | \$3,448.92 |
| 40. MIDLAND CAD | 478 | SEARS HOLDINGS CORPORATION | | | \$18,546.33 | | | \$18,546.33 | Duplicate | MIDLAND CENTRAL APPRAISAL DISTRICT | 3809 | SEARS OPERATIONS LLC | | | \$18,546.33 | | | \$18,546.33 |
| 41. Tarrant County | 20332 | Sears, Roebuck and Co. | | \$157,404.19 | | | | \$157,404.19 | Duplicate | Tarrant County | 20356 | Sears, Roebuck and Co. | | \$157,404.19 | | | | \$157,404.19 |
| 42. Bell County TAD | 7040 | Sears Holdings Corporation | | \$54,902.65 | | | | \$54,902.65 | Amended | | | Sears Holdings | | | | | | |
| 43. Tax Appraisal District of Bell County, Texas | 20396 | Sears Holdings Corporation | | | \$48,476.78 | | | \$48,476.78 | Amended | Tax Appraisal District of Bell County | 26093 | Corporation | | \$45,297.05 | | | | \$45,297.05 |
| 44. TERRY CAD | 544 | SEARS OPERATIONS LLC | | | \$284.90 | | | \$284.90 | Duplicate | TERRY CAD | 4755 | SEARS HOLDINGS CORPORATION | | | \$284.90 | | | \$284.90 |
| 45. TWIN FALLS COUNTY TREASURER | 17198 | SEARS HOLDINGS CORPORATION | | | | \$729.00 | | \$729.00 | Duplicate | TWIN FALLS COUNTY TREASURER | 20066 | SEARS HOLDINGS CORPORATION | | | | \$729.00 | | \$729.00 |
| 46. WILLIAMSON COUNTY, TEXAS | 483 | SEARS HOLDINGS CORPORATION | | | \$77,878.13 | | | \$77,878.13 | Duplicate | WILLIAMSON COUNTY, TEXAS | 2944 | SEARS, ROEBUCK AND CO. | | | \$77,878.13 | | | \$77,878.13 |
| 47. WILLIAMSON COUNTY, TEXAS | 7212 | SEARS HOLDINGS CORPORATION | | | \$73,047.81 | | | \$73,047.81 | Duplicate | | | SEARS, ROEBUCK | | | | | | 070.07 |
| 48. WILLIAMSON COUNTY, TEXAS | 7252 | SEARS, ROEBUCK AND CO. | | | \$73,047.81 | | | \$73,047.81 | Duplicate | WILLIAMSON COUNTY, TEXAS | 7294 | AND CO. | | | \$73,047.81 | | | \$73,047.81 |
| 49. YAVAPAI COUNTY TREASURER | 12668 | SEARS HOLDINGS CORPORATION | | | \$2,580.01 | | | \$2,580.01 | Duplicate | YAVAPAI COUNTY TREASURER | 12715 | SEARS HOLDINGS CORPORATION | | | \$2,580.01 | | | \$2,580.01 |

^{*} As a result of administrative procedures, the surviving claim no. may be lower than the claim no. to be disallowed.
** Asserted amount includes any unliquidated amounts.

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Exhibit D

Proposed Order

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UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

-----X

In re : Chapter 11

SEARS HOLDINGS CORPORATION, et al., : Case No. 18-23538 (RDD)

Debtors. 1 : (Jointly Administered)

-----X

ORDER GRANTING DEBTORS' TWENTY-SECOND OMNIBUS OBJECTION TO PROOFS OF CLAIM (PROPERTY TAX CLAIMS)

Upon the *Debtors' Twenty-Second Omnibus Objection to Proofs of Claim (Property Tax Claims)*, filed September 18, 2020 (the "**Objection**"),² of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**"), pursuant to section 502 under title 11 of the United States Code (the "**Bankruptcy Code**"), Rule 3007 of the Federal Rules of Bankruptcy Procedures (the "**Bankruptcy Rules**"), and the Claims Procedures Order for an order (i) disallowing and expunging the Property Tax Claims, and (ii) granting related relief, all as more fully set forth in the Objection; and the Court having jurisdiction to consider the Objection and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service. LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR - Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 130 West 42nd Street, 17th Floor, New York, NY 10036.

² Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Objection.

1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief requested in the Objection having been provided, and it appearing that no other or further notice need be provided in accordance with the Amended Case Management Order; and such notice having been adequate and appropriate under the circumstances, and it appearing that other or further notice need be provided; and the Court having held a hearing to consider the relief requested in the Objection on October 15, 2020 (the "Hearing"); and upon the record of the Hearing, and upon all of the proceedings had before the Court; and the Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

- 1. The Objection is granted.
- 2. Pursuant to section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, each Disallowed Property Tax Claim listed on **Exhibit 1** annexed to this Order is disallowed and expunged in its entirety, and each such Disallowed Property Tax Claim shall be deleted from the claims register.
- 3. Pursuant to section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, each Disputed Property Tax Claims listed on **Exhibit 2** annexed to this Order is disallowed and expunged in its entirety, and each such Disputed Property Tax Claim shall be deleted from the claims register.
- 4. Pursuant to section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, each Duplicate/Amended Property Tax Claims listed on **Exhibit 3** annexed to this Order is disallowed and expunged in its entirety, and each such Duplicate/Amended Property Tax Claim shall be deleted from the claims register.

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5. The disallowance and expungement of the Duplicate/Amended Property Tax

Claims does not constitute any admission or finding concerning any of the Surviving Claims listed on

Exhibit 3, and the Surviving Claims are neither allowed nor disallowed by this Order.

6. Nothing in this Order or in the Objection (i) constitutes any finding or determination

concerning the identification of the agreements that were assumed and assigned to Transform Holdco LLC

or any of its affiliates (collectively, "Transform") or the liabilities, if any, associated therewith, or

(ii) imposes any obligation on Transform to satisfy any of the Property Tax Claims listed on **Exhibits 1**-

3 hereto, as to which all of Transform's rights and defenses are expressly reserved.

7. This Order has no res judicata, estoppel, or other effect on the validity, allowance,

or disallowance of, and all rights to object to or defend on any basis are expressly reserved with respect

to any Property Tax Claim referenced or identified in the Objection that is not listed on **Exhibits 1-3**.

8. The Debtors, the Debtors' claims and noticing agent, Prime Clerk, and the Clerk of

this Court are authorized to take all actions necessary or appropriate to give effect to this Order.

9. The terms and conditions of this Order are effective immediately upon entry.

Dated: ______, 2020 White Plains, New York

HONOPARI E PORERT D. DRAIN

HONORABLE ROBERT D. DRAIN UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Disallowed Property Tax Claims

| Dof | | Proof of Claim No. to be | | Asserted 503(b)(9) Administrative | Asserted Administrative | Asserted Secured | Asserted Priority | Asserted General Unsecured | Asserted Total | Extent of | |
|----------|----------------------------------------------------------|--------------------------|---------------------------------------|-----------------------------------|----------------------------|------------------|----------------------|-------------------------------|-------------------|--------------------------------------------|-------------------------------------------------------------------------------------------|
| Ref # | Name of Claimant | Disallowed and Expunged | Asserted Debtor | Priority Claim Amount | Priority Claim Amount | Claim Amount | Claim Amount | Claim Amount | Claim Amount | Extent of Allowed Claim | Reason for Proposed Disallowance |
| I. A | DRIAN CITY SUMMER | 14404 | Sears Holdings | \$13,170.17 | | | \$13,170.07 | | | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 2. A | INDERSON COUNTY, TEXAS | 3818 | Corporation Sears Holdings | | | \$7,029.77 | | | \$7.029.77 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | TASCOSA COUNTY | | Corporation | | | | | | | and expunged | full or otherwise satisfied |
| 3. A | TASCOSA COUNTY | 1065 | Sears Holdings Corporation | | | \$6,554.89 | | | \$6,554.89 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 1. A | TLANTA ISD | 20499 | Sears, Roebuck and Co. | | \$1,955.67 | | | | \$1,955.67 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 5. B | SASTROP COUNTY | 4806 | Sears Operations LLC | | | \$7,661.93 | | | \$7,661.93 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| , , | ENTON COUNTY TREASURER | 0.470 | Sears, Roebuck and Co. | | | \$4,475.08 | | | | and expunged | full or otherwise satisfied |
| | | 8472 | Sears, Roebuck and Co. | | | | | | \$4,475.00 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 7. B | SEXAR COUNTY | 1250 | Sears, Roebuck and Co. | | | \$604,704.97 | | | \$604,704.97 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 3. B | EXAR COUNTY | 20201 | Sears, Roebuck and Co. | | \$419,476.90 | \$419,476.90 | | | \$838,953.80 | Disallowed in its entirety | Original claim amount was erroneously double |
|). B | SLANCO CAD | 20364 | Sears, Roebuck and Co. | | | \$4,516.55 | | | \$4.516.55 | and expunged Disallowed in its entirety | counted. All amounts asserted in the Claim All amounts asserted in the Claim were paid in |
| | | | | | | ¥ 1,0 1 0 1 0 1 | | | | and expunged | full or otherwise satisfied |
| 0. B | OX BUTTE COUNTY TREASURER | 19488 | Sears, Roebuck and Co. | | | | \$1,617.44 | | \$1,617.44 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 1. B | ROWARD COUNTY | 8627 | Sears Holdings | | | \$1,442.25 | | | \$1,442.25 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 2. B | ROWARD COUNTY | 8633 | Corporation Sears Holdings | | | \$32,297.34 | | | \$32,297.34 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 13. B | ROWARD COUNTY | | Corporation | | | | \$1,035.73 | | | and expunged | full or otherwise satisfied |
| | | 8640 | Sears Holdings Corporation | | | | | | | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 14. B | ROWARD COUNTY | 8681 | Sears Holdings Corporation | | | | \$2,155.39 | | \$2,155.39 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 15. B | ROWN CAD | 352 | Sears Holdings | | | \$9,022.91 | | | \$9,022.91 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 16. B | Frown County Appraisal District | 4717 | Corporation Sears, Roebuck and Co. | | | \$9,022.91 | | | \$9,022.91 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | | | | | ψ5,022.51 | | | | and expunged | full or otherwise satisfied |
| 17. C | CALCASIEU PARISH SHERIFF & TAX | 5390 | Sears Holdings Corporation | | | | \$158,167.28 | | \$158,167.28 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| | CALVERT COUNTY, MARYLAND | 4096 | Kmart Corporation | | | \$3,453.22 | | | \$3,453.22 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 19. C | CHEROKEE CAD | 6997 | Sears Holdings | | | \$3,424.01 | | | \$3,424.01 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | CHEROKEE COUNTY CAD | | Corporation | | | | | | | and expunged | full or otherwise satisfied |
| 20. C | CHEROKEE COUNTY CAD | 2073 | Sears Holdings Corporation | | | \$3,260.95 | | | \$3,260.95 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 21. C | CITY OF ATLANTA | 20498 | Sears, Roebuck and Co. | | \$1,017.32 | | | | \$1,017.32 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 22. C | CITY OF CHATTANOOGA | 19811 | Sears, Roebuck and Co. | | | | \$5,332.22 | | \$5,332.22 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 23. C | CITY OF CLEBURNE | 3930 | Sears, Roebuck and Co. | | | \$3,320.33 | | | \$3 320 33 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | | | | | ψ0,020.00 | | | | and expunged | full or otherwise satisfied |
| 24. C | CITY OF CUDAHY | 9964 | Sears Holdings Corporation | \$71,703.24 | | | | | \$71,703.24 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 25. C | CITY OF DEL RIO | 1278 | Sears, Roebuck and Co. | | | \$4,861.97 | | | \$4,861.97 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 26. C | CITY OF DEL RIO | 19861 | Sears, Roebuck and Co. | | | \$49.68 | | | \$49.68 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 27. C | CITY OF EAGLE PASS | 1448 | Sears, Roebuck and Co. | | | \$1,567.14 | | | ¢1 567 1 <i>1</i> | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | 1440 | | | | \$1,507.14 | | | | and expunged | full or otherwise satisfied |
| 28. C | CITY OF EAGLE PASS | 20495 | Sears, Roebuck and Co. | | \$1,492.72 | | | | \$1,492.72 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 29. C | CITY OF EL PASO | 1242 | Sears Holdings | | | \$85,391.81 | | | \$85,391.81 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 30. C | CITY OF EL PASO | 1301 | Corporation Sears, Roebuck and Co. | | | \$432,499.19 | | | \$432,499.19 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | CITY OF EL PASO | | | \$222.200.54 | | | | | | and expunged | full or otherwise satisfied |
| | | 20372 | Sears, Roebuck and Co. | \$233,399.51 | | | | | | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 32. C | CITY OF GARLAND | 3879 | Sears, Roebuck and Co. | | | \$145,937.79 | | | \$145,937.79 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 33. C | CITY OF GRAPEVINE | 4053 | Sears, Roebuck and Co. | | | \$5,570.49 | | | \$5,570.49 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 34. C | CITY OF HAMPTON TREASURER'S | 9483 | Sears Operations LLC | | | \$23,108.58 | | | \$23 109 59 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| C | OFFICE | | | | | Ψ20,100.30 | | | | and expunged | full or otherwise satisfied |
| 35. C | CITY OF LAREDO TAX DEPT. | 19560 | Sears Holdings Corporation | | | | \$16,347.66 | | \$16,347.66 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 86. C | CITY OF MCALLEN | 20368 | Sears, Roebuck and Co. | | | \$5,286.77 | | | \$5,286.77 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 37. C | CITY OF MCALLEN | 20374 | Sears Holdings | | | \$12,952.44 | | | \$12,952.44 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | CITY OF MESQUITE AND MESQUITE | | Corporation | | \$102.044.44 | | | | | and expunged | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 11 | NDEPENDENT SCHOOL DISTRICT | 19697 | Sears Holdings Corporation | | \$102,044.44 | | | | | Disallowed in its entirety and expunged | full or otherwise satisfied |
| | CITY OF MESQUITE AND MESQUITE NDEPENDENT SCHOOL DISTRICT | 20538 | Sears Holdings | | \$205,180.47 | | | | \$205,180.47 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | CITY OF MINERAL WELLS | 3928 | Corporation Sears, Roebuck and Co. | | | \$1,633.65 | | | \$1,633.65 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 41. C | CITY OF PLEASANTON | 1112 | Sears Holdings | | | \$1,579.80 | | | \$1,579.80 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| ٠ ا | | 1112 | Corporation | | | φ1,07 3.00 | | | φ1,573.00 | and expunged | full or otherwise satisfied |

| Ref | | Proof of Claim No. to be | | Asserted 503(b)(9) Administrative Priority Claim | Asserted Administrative Priority Claim | Asserted Secured Claim | Asserted Priority Claim | Asserted General Unsecured Claim | Asserted Total Claim | Extent of | |
|-----------------|------------------------------------------------------|---------------------------------|------------------------------------|--------------------------------------------------|----------------------------------------|-----------------------------------------|-------------------------------|----------------------------------------|----------------------------|--------------------------------------------|---------------------------------------------------------------------------------|
| # 42. | Name of Claimant CITY OF ROANOKE TREASURER | Disallowed and Expunged 1847 | Asserted Debtor Sears Holdings | Amount | Amount | Amount \$76,160.57 | Amount | Amount | Amount \$76,160,57 | Allowed Claim Disallowed in its entirety | Reason for Proposed Disallowance All amounts asserted in the Claim were paid in |
| | | | Corporation | | | | | | | and expunged | full or otherwise satisfied |
| 43. | CITY OF STEPHENVILLE | 20361 | Sears, Roebuck and Co. | | \$1,331.85 | \$1,331.85 | | | \$2,663.70 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 14. | CITY OF WACO AND/OR WACO INDEPENDENT SCHOOL DISTRICT | 2319 | Sears Holdings Corporation | | | \$1,474.56 | | | \$1,474.56 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 15. | CITY OF WACO AND/OR WACO | 7250 | Sears, Roebuck and Co. | | \$55,260.99 | | | | \$55,260.99 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 16. | INDEPENDENT SCHOOL DISTRICT CITY OF WESLACO | 3531 | Sears, Roebuck and Co. | | | \$1,864.76 | | | \$1,864.76 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 17. | CLARK COUNTY ASSESSOR | 20072 | Sears Holdings | | | \$7,038.90 | | | \$7.038.90 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | CLEBURNE INDEPENDENT SCHOOL | 3944 | Corporation Sears, Roebuck and Co. | | | \$6,731.36 | | | | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | DISTRICT | | | | \$3,302.61 | ψο,7 σ 1.30 | | | | and expunged | full or otherwise satisfied |
| | CLEVELAND ISD | 20287 | SEARS, ROEBUCK AND CO. | | \$3,302.61 | | | | | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| | CLEVELAND ISD | 4266 | Sears, Roebuck and Co. | | | \$3,302.61 | | | \$3,302.61 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 1. | COLLIN COUNTY TAX ASSESSOR / COLLECTOR | 8926 | Sears Holdings Corporation | | | \$46.16 | | | \$46.16 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 52. | COLLIN COUNTY TAX ASSESSOR/ COLLECTOR | 8989 | Sears Holdings Corporation | | | \$1,103.98 | | | \$1,103.98 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 53. | COLLIN COUNTY TAX | 8936 | Sears Holdings | | | \$587.64 | | | \$587.64 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 54. | ASSESSOR/COLLECTOR COLLIN COUNTY TAX | 8985 | Corporation Sears Holdings | | | \$1,869.13 | | | \$1,869.13 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 55. | ASSESSOR/COLLECTOR COLLIN COUNTY TAX | 8988 | Corporation Sears Holdings | | | \$1,273.22 | | | \$1,273,22 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | ASSESSOR/COLLECTOR COUNTY OF SAN BERNARDINO | 5315 | Corporation Sears Holdings | | | \$156,913.76 | | | | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | | Corporation | | | | | | | and expunged | full or otherwise satisfied |
| | COUNTY OF SAN LUIS OBISPO TAX COLLECTOR | 10761 | Kmart Corporation | | | \$1,677.76 | | | | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 8. | CROWLEY INDEPENDENT SCHOOL DISTRICT | 4003 | Sears, Roebuck and Co. | | | \$155,076.76 | | | \$155,076.76 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 59. | CYPRESS - FAIRBANKS ISD | 4348 | Sears, Roebuck and Co. | | | \$177,747.31 | | | \$177,747.31 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 60. | CYPRESS - FAIRBANKS ISD | 19908 | Sears, Roebuck and Co. | | | \$50.40 | | | \$50.40 | Disallowed in its entirety | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 61. | CYPRESS-FAIRBANKS ISD | 20296 | Sears, Roebuck and Co. | | \$165,477.50 | | | | \$165,477.50 | and expunged Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 62. | Dallas County | 3471 | Sears, Roebuck and Co. | | | - | | | - | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 3. | Dallas County | 4090 | Sears, Roebuck and Co. | | | \$1,312,300.65 | | | \$1,312,300.65 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 64. | DENTON COUNTY, TEXAS | 2267 | Sears, Roebuck and Co. | | | \$34,419.06 | | | \$34,419,06 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | DENTON COUNTY, TEXAS | 7149 | Sears, Roebuck and Co. | | \$36,140.05 | ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, | | | | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | • | | | | \$30,140.03 | 04.000.54 | | | | and expunged | full or otherwise satisfied |
| | EAGLE PASS ISD | 1390 | Sears, Roebuck and Co. | | | \$4,006.54 | | | | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 67. | EAGLE PASS ISD | 20494 | Sears, Roebuck and Co. | | \$3,206.60 | | | | \$3,206.60 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 88. | EL DORADO COUNTY TAX COLLECTOR | 11828 | Kmart Corporation | | | \$8,315.01 | \$8,315.0 | 01 | \$16,630.02 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 69. | ELLIS COUNTY | 20506 | Sears, Roebuck and Co. | | \$8,483.16 | | | | \$8,483.16 | Disallowed in its entirety | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 0. | ERATH COUNTY, TEXAS | 3794 | Sears Holdings | | | \$994.52 | | | \$994.52 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 1. | FAYETTE COUNTY | 2480 | Corporation Sears, Roebuck and Co. | | | \$7,281.65 | | 1 | \$7,281.65 | Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 72. | FORREST "BUTCH" FREEMAN | 6622 | Sears Holdings | | | \$67,761.20 | | | \$67,761.20 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | OKLAHOMA COUNTY TREASURER FORSYTH COUNTY TAX | 6115 | Corporation Sears Holdings | | | | \$9,223.0 |)7 | | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | COLLECTOR FORT BEND COUNTY | 4350 | Corporation Sears, Roebuck and Co. | | | \$13,778.73 | Ψ0,220.0 | | | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | | · | | M 10.101.1- | ψ10,110.13 | | | | and expunged | full or otherwise satisfied |
| | FORT BEND COUNTY | 20295 | Sears, Roebuck and Co. | | \$10,161.15 | | | | | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| | FRANKLIN COUNTY TREASURER- RE | 20012 | Sears, Roebuck and Co. | | | \$47,195.64 | | | | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 7. | FRESNO COUNTY TAX COLLECTOR | 18502 | Kmart Corporation | | | \$1,905.67 | | | \$1,905.67 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 8. | Galveston County | 19906 | Sears, Roebuck and Co. | | | \$2,662.81 | | | \$2,662.81 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 9. | Galveston County | 20291 | Sears, Roebuck and Co. | | \$48,853.25 | | | 1 | \$48,853.25 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 0. | GARFIELD COUNTY | 10448 | Sears Holdings | | | | \$2,241.5 | 50 | \$2,241.50 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 81. | GARLAND INDEPENDENT SCHOOL | 4144 | Corporation Sears, Roebuck and Co. | | | \$302,397.35 | | | \$302,397.35 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | DISTRICT GRAPEVINE-COLLEYVILLE | 3914 | Sears, Roebuck and Co. | | | \$26,896.33 | | | | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | INDEPENDENT SCHOOL DISTRICT | -211 | , | | | \$20,000.00 | | | Ψ20,000.00 | and expunged | full or otherwise satisfied |

| Ref | Proof of Claim No. to be | Asserted Debtor | Asserted 503(b)(9) Administrative Adm Priority Claim Priority | Asserted ministrative ority Claim | ed Claims to be Disallowe Asserted Secured Claim | Asserted Priority Claim | Asserted General Unsecured Claim | Asserted Total Claim | Extent of | Daniel for Drawn of Distlant |
|---------------------------------------|---------------------------------|------------------------------------|----------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------|-------------------------------|----------------------------------------|----------------------------|--------------------------------------------|---------------------------------------------------------------------------------|
| # Name of Claimant 83. GRAY COUNTY | Disallowed and Expunged 7337 | Sears, Roebuck and Co. | Amount | Amount | Amount \$9,104.00 | Amount | Amount | Amount \$9,104.00 | Allowed Claim Disallowed in its entirety | Reason for Proposed Disallowance All amounts asserted in the Claim were paid in |
| 84. Harris County | 26255 | Sears, Roebuck and Co. | | \$52,716.56 | | | | \$52,716.56 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 85. HARRIS COUNTY, ET AL | 4376 | Sears, Roebuck and Co. | | | \$1,471,486.40 | | | | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | Sears, Roebuck and Co. | | | | | | | and expunged | full or otherwise satisfied |
| | 19907 | | | | \$27,568.26 | | | | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 87. HARRISION CAD | 2948 | Sears Holdings Corporation | | | \$4,765.82 | | | \$4,765.82 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 88. HARRISION CAD | 7126 | Sears Holdings Corporation | | \$5,004.12 | | | | \$5,004.12 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 89. HARRISON COUNTY, TEXAS | 315 | Sears Holdings Corporation | | | \$7,661.93 | | | \$7,661.93 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 90. HARRISON COUNTY, TEXAS | 2264 | Sears Holdings | | | \$890.47 | | | \$890.47 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 91. HAYS COUNTY, TEXAS | 3799 | Corporation Sears Holdings | | | \$393.58 | | | \$393.58 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 92. HENDERSON COUNTY | 14778 | Corporation Kmart Corporation | | | \$7,673.31 | | | \$7,673.31 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 93. HENDERSON COUNTY, TEXAS | 426 | Sears Holdings | | | \$4,478.92 | | | | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| , | | Corporation | | | | | | | and expunged | full or otherwise satisfied |
| 94. HENDERSON COUNTY, TEXAS | 2137 | Sears Operations LLC | | | \$4,478.92 | | | | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 95. HENDERSON COUNTY, TEXAS | 7379 | Sears, Roebuck and Co. | | | \$4,702.93 | | | \$4,702.93 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 96. HENNEPIN COUNTY TREASURER | 4346 | Sears Holdings Corporation | | | \$167,742.78 | | | \$167,742.78 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 97. HIDALGO COUNTY | 20359 | Sears Holdings | | | \$55,603.40 | | | \$55,603.40 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 98. HIDALGO COUNTY | 20421 | Corporation Sears, Roebuck and Co. | | | \$46,828.06 | | | \$46,828.06 | | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 99. HOOD CAD | 20497 | Sears, Roebuck and Co. | | \$4,143.91 | | | | \$4,143.91 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 100. HOPKINS COUNTY | 20500 | Sears, Roebuck and Co. | | \$2,397.55 | | | | | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 101. JASPER COUNTY | | Sears, Roebuck and Co. | | Ψ2,007.00 | \$2.740.22 | | | | and expunged | full or otherwise satisfied |
| | 4532 | | | | \$2,710.33 | | | | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 102. JASPER COUNTY | 20288 | Sears, Roebuck and Co. | | \$6,414.33 | | | | \$6,414.33 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 103. JIM WELLS CAD | 4088 | Sears, Roebuck and Co. | | | \$12,345.15 | | | \$12,345.15 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 104. JIM WELLS CAD | 20422 | Sears, Roebuck and Co. | | | \$6,784.02 | | | \$6,784.02 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 105. JOHNSON COUNTY | 3833 | Sears, Roebuck and Co. | | | \$2,150.74 | | | \$2,150.74 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 106. KENDALL COUNTY | 4173 | Sears Holdings | | | \$5,832.74 | | | \$5,832.74 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 107. KERN COUNTY TREASURER TAX | 5790 | Corporation Kmart Corporation | | | \$6,402.19 | | | \$6,402.19 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| COLLECTOR 108. KERR COUNTY | 5507 | Sears, Roebuck and Co. | | | \$2,215.94 | | | | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | | | | | | | | and expunged | full or otherwise satisfied |
| 109. KING COUNTY TREASURY | 12220 | Kmart Corporation | | | \$94,318.50 | | | | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 110. Knox County Trustee | 4973 | Sears, Roebuck and Co. | | | \$26,625.00 | | | \$26,625.00 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 111. Knox County Trustee | 5006 | Sears, Roebuck and Co. | | | \$1,690.00 | | | \$1,690.00 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 112. LAKE COUNTY TAX COLLECTOR | 8224 | Sears Holdings | | | \$4,830.47 | | | \$4,830.47 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 113. LEWIS COUNTY TREASURER | 14120 | Corporation Kmart Corporation | | | \$4,621.61 | | | \$4,621.61 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 114. MARICOPA COUNTY TREASURER | 20508 | Sears Holdings | | \$12,491.90 | | | | \$12,491.90 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 115. MARION COUNTY | 19832 | Corporation Sears, Roebuck and Co. | | | | \$8,725.4 | 4 | \$8,725.44 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 116. MARION COUNTY | 19833 | Kmart Corporation | | | | \$20,790.6 | | | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | | | | ØF 000 40 | \$20,790.0 | 0 | | and expunged | full or otherwise satisfied |
| 117. MARION COUNTY TAX COLLECTOR | 6604 | Sears, Roebuck and Co. | | | \$5,399.19 | | | *-, | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 118. MARION COUNTY TAX COLLECTOR | 12750 | Sears, Roebuck and Co. | | | \$5,756.73 | | | \$5,756.73 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 119. MARION COUNTY TAX COLLECTOR | 6603 | Sears, Roebuck and Co. | | | \$140,832.21 | | | \$140,832.21 | | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 120. MARION COUNTY TAX COLLECTOR | 6606 | Sears, Roebuck and Co. | | | \$605,319.45 | | | \$605,319.45 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 121. MATAGORDA COUNTY | 20286 | SEARS, ROEBUCK AND | | \$7,003.46 | | | | \$7,003.46 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 122. MATAGORDA COUNTY | 4379 | CO. Sears, Roebuck and Co. | | | \$7,003.46 | | | \$7,003.46 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 123. MESA COUNTY TREASURER | 11631 | Sears, Roebuck and Co. | | | \$4,119.08 | \$4,119.0 | 8 | | and expunged Disallowed in its entirety | full or otherwise satisfied Original claim amount was erroneously double |
| | | , | | | ψ+,115.00 | ψ-, 119.0 | - | ψ0,200.10 | and expunged | counted. All amounts asserted in the Claim |

| of Name of Claimant | Proof of Claim No. to be Disallowed and Expunged | Asserted Debtor | Asserted 503(b)(9) Administrative Priority Claim Amount | Schedule of Satisfi Asserted Administrative Priority Claim Amount | ed Claims to be Disallowed Asserted Secured Claim Amount | d & Expunged Asserted Priority Claim Amount | Asserted General Unsecured Claim Amount | Asserted Total Claim Amount | Extent of Allowed Claim | Reason for Proposed Disallowance |
|------------------------------------------------------------------------------------|-----------------------------------------------------|---------------------------------------|---------------------------------------------------------|-------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------|-----------------------------------------|--------------------------------------|--------------------------------------------|--------------------------------------------------------------------------------------------|
| . MESA COUNTY TREASURER | 26250 | Sears Holdings | 7 uno un | 741104111 | \$743.44 | \$743.44 | 741104111 | | Disallowed in its entirety | Original claim amount was erroneously double |
| . METROPOLITAN GOVERNMENT OF | 4665 | Corporation Sears, Roebuck and Co. | | | \$120.91 | | | \$120.91 | and expunged Disallowed in its entirety | counted. All amounts asserted in the Claim All amounts asserted in the Claim were paid in |
| NASHVILLE & DAVIDSON COUNTY | 4667 | Sears, Roebuck and Co. | | | | | | | and expunged | full or otherwise satisfied |
| NASHVILLE & DAVIDSON COUNTY | | | | | \$69.91 | | | \$69.91 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| METROPOLITAN GOVERNMENT OF NASHVILLE & DAVIDSON COUNTY | 4642 | Sears, Roebuck and Co. | | | \$48.98 | | | \$48.98 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| . METROPOLITAN GOVERNMENT OF | 4706 | Sears, Roebuck and Co. | | | \$298.65 | | | \$298.65 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| NASHVILLE & DAVIDSON COUNTY MEXIA INDEPENDENT SCHOOL | 469 | Sears Holdings | | | \$3,284.68 | | | \$3,284.68 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| DISTRICT MEXIA INDEPENDENT SCHOOL | 7322 | Corporation Sears Holdings | | \$3,448.92 | | | | \$3 448 92 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| DISTRICT | | Corporation | | 70, | *** | | | | and expunged | full or otherwise satisfied |
| . MEXIA INDEPENDENT SCHOOL DISTRICT | 2161 | SEARS, ROEBUCK AND CO. | | | \$3,284.68 | | | \$3,284.68 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| MEXIA INDEPENDENT SCHOOL DISTRICT | 2237 | SEARS OPERATIONS | | | \$3,284.68 | | | \$3,284.68 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| . MIDLAND CENTRAL APPRAISAL | 3809 | Sears Operations LLC | | | \$18,546.33 | | | \$18,546.33 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| DISTRICT MIDLAND CENTRAL APPRAISAL | 7293 | Sears, Roebuck and Co. | | | \$19,147.86 | | | \$19,147.86 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| DISTRICT MINEOLA INDEPENDENT SCHOOL | 5197 | Sears, Roebuck and Co. | | | \$4,361.99 | | | | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| DISTRICT | | | | | | | | | and expunged | full or otherwise satisfied |
| i. MINERAL WELLS INDEPENDENT SCHOOL DISTRICT | 4069 | Sears, Roebuck and Co. | | | \$3,544.54 | | | \$3,544.54 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| . MONTGOMERY COUNTY | 20290 | Sears, Roebuck and Co. | | \$10,258.39 | | | | \$10,258.39 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| . MULTNOMAH COUNTY-DART | 6700 | Kmart Corporation | | | \$5,620.54 | | | \$5,620.54 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| . NACOGDOCHES COUNTY, ET AL. | 5872 | Sears, Roebuck and Co. | | | \$3,068.56 | | | \$3,068,56 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | | | | | | | | and expunged | full or otherwise satisfied |
| . NAVARRO COUNTY | 20336 | Sears, Roebuck and Co. | | \$8,921.91 | \$8,921.91 | | | \$17,843.82 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| . NAVARRO COUNTY | 20366 | Sears, Roebuck and Co. | | \$8,921.91 | | | | \$8,921.91 | | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| . NOLAN COUNTY | 3929 | Sears, Roebuck and Co. | | | \$2,267.36 | | | \$2,267.36 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| . NUECES COUNTY | 20383 | Sears, Roebuck and Co. | | | \$63,151.27 | | | \$63,151.27 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | | | | | | | | and expunged | full or otherwise satisfied |
| COLLECTOR | 19396 | Sears, Roebuck and Co. | | | \$7,993.90 | | | | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| . PALO PINTO COUNTY | 3920 | Sears, Roebuck and Co. | | | \$1,933.38 | | | \$1,933.38 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| PASADENA INDEPENDENT SCHOOL | 8066 | Sears Holdings | | | \$92,550.74 | | | \$92,550.74 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| DISTRICT PECOS COUNTY | 1092 | Corporation Sears Holdings | | | \$5,260.50 | | | \$5,260.50 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| PIERCE COUNTY FINANCE | 8718 | Corporation Sears, Roebuck and Co. | | | \$4,416.60 | | | \$4,416.60 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | | | 607.00 | 7., | | | | and expunged | full or otherwise satisfied |
| PIERCE COUNTY FINANCE | 8908 | Sears, Roebuck and Co. | | \$87.83 | | | | | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| PLATTE COUNTY COLLECTOR (DCN 790 (B)) | 6270 | Sears Holdings Corporation | | | | \$3,249.41 | | \$3,249.41 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| . POLK COUNTY | 4340 | Sears, Roebuck and Co. | | | \$5,919.40 | | | \$5,919.40 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| . POLK COUNTY | 20294 | SEARS, ROEBUCK AND | | \$5,519.40 | | | | \$5,519.40 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| B. POPE COUNTY TAX COLLECTOR | 13240 | CO. Sears Holdings | | | | \$12,205.60 | | \$12.205.60 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | Corporation | | | | | | | and expunged | full or otherwise satisfied |
| PORTER COUNTY TREASURER | 20243 | Kmart Corporation | | | | \$4,405.82 | | \$4,405.82 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| . PUEBLO COUNTY TREASURER | 17331 | SEARS HOLDINGS CORPORATION | | | | \$40,687.23 | | \$40,687.23 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| . PUEBLO COUNTY TREASURER | 10776 | Sears Holdings | | | \$40,687.23 | | | \$40,687.23 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| : PUEBLO COUNTY TREASURER | 10787 | Corporation Sears Holdings | | | | \$58,388.46 | | \$58,388.46 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| . PUEBLO COUNTY TREASURER | 10795 | Corporation Sears Holdings | | | \$1,001.88 | | | | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | Corporation | | | | | | * *** | and expunged | full or otherwise satisfied |
| . PUEBLO COUNTY TREASURER | 18287 | Sears Holdings Corporation | | | \$1,001.88 | | | \$1,001.88 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| RICHARDSON INDEPENDENT SCHOOL DISTRICT | 3870 | Sears, Roebuck and Co. | | | \$23,232.59 | | | \$23,232.59 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| . RICHLAND COUNTY TREASURY | 7749 | Sears Holdings | | | | \$122,607.34 | | \$122,607.34 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| RICHMOND COUNTY TAX | 20353 | Corporation Sears, Roebuck and Co. | | | | \$26,586.56 | | \$26,586.56 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| COMMISSIONER | | Kmart Operations LLC | | | | | | | and expunged | full or otherwise satisfied |
| SAN JUAN COUNTY | 11847 | · | | | | \$2,290.92 | | | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| SAN JUAN COUNTY TREASURER | 11844 | Sears, Roebuck and Co. | | | | \$2,072.70 | \top | \$2,072.70 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |

| | Name of Claimant | Proof of Claim No. to be Disallowed and Expunged | Asserted Debtor | Asserted 503(b)(9) Administrative Priority Claim Amount | Asserted Administrative Priority Claim Amount | Asserted Secured Claim Amount | Asserted Priority Claim Amount | Asserted General Unsecured Claim Amount | Asserted Total Claim Amount | Extent of Allowed Claim | Reason for Proposed Disallowance |
|--------------------|-------------------------------------------------------|-----------------------------------------------------|--------------------------------------------------|---------------------------------------------------------|-----------------------------------------------|----------------------------------------|-----------------------------------------|-----------------------------------------|--------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------|
| | HELBY COUNTY TRUSTEE | 6567 | Sears, Roebuck and Co. | Amount | Amount | \$34,020.00 | Amount | Amount | | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 66. ISI | HELBY COUNTY TRUSTEE | 6582 | Sears Holdings | | | \$1,738.67 | | | \$1.738.67 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | HELBY COUNTY TRUSTEE | | Management Corporation | | | | | | | and expunged | full or otherwise satisfied |
| | | 6583 | Sears, Roebuck and Co. | | | \$304.56 | | | \$304.56 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 68. SH | HELBY COUNTY TRUSTEE | 6616 | Sears, Roebuck and Co. | | | \$32,400.00 | | | \$32,400.00 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 69. Sł | HELBY COUNTY TRUSTEE | 6618 | Sears Holdings | | | \$126,287.10 | | | \$126,287.10 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 70. Sł | HELBY COUNTY TRUSTEE | 6620 | Management Corporation Sears Holdings | | | \$23,883.26 | | | \$23,883.26 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 71. SI | HELBY COUNTY TRUSTEE | 6621 | Management Corporation Sears Holdings | | | \$34.79 | | | \$34.79 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 72 0 | HELBY COUNTY TRUSTEE | | Management Corporation | | | \$173.32 | | | | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | 6623 | Sears Holdings Management Corporation | | | | | | | and expunged | full or otherwise satisfied |
| 73. SH | HELBY COUNTY TRUSTEE | 6624 | Sears, Roebuck and Co. | | | \$2,086.16 | | | \$2,086.16 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 74. Sł | HELBY COUNTY TRUSTEE | 6625 | Sears, Roebuck and Co. | | | \$11,587.86 | | | \$11,587.86 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 75. Sł | HELBY COUNTY TRUSTEE | 6626 | Sears Holdings | | | \$16,344.18 | | | \$16,344.18 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 76. SI | HELBY COUNTY TRUSTEE | 6730 | Management Corporation Sears, Roebuck and Co. | | | \$22,072.50 | | | \$22.072.50 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | HELBY COUNTY TRUSTEE | 8273 | Sears, Roebuck and Co. | | | \$4,531.14 | | | | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | | | | | | \$4,551.14 | | | | and expunged | full or otherwise satisfied |
| | HERIFF & TREASURER OF ARRISON COUNTY | 19273 | Sears Holdings Corporation | | | | \$1,574.26 | | \$1,574.26 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 79. SN | MITH COUNTY | 3616 | Sears, Roebuck and Co. | | | \$13,708.86 | | | \$13,708.86 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 80. SC | DLANO COUNTY TAX COLLECTOR | 19979 | Sears, Roebuck and Co. | | | \$13,505.55 | | | \$13,505.55 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 81. ST | T. LOUIS COUNTY COLLECTOR OF | 9492 | Sears Holdings | | | | \$32.30 | | \$32.30 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| RE | EVENUE FANISLAUS COUNTY TAX | | Corporation | | | | | | | and expunged | full or otherwise satisfied |
| C | OLLECTOR | 20078 | Sears Holdings Management Corporation | | | | \$946.04 | | | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| | FANISLAUS COUNTY TAX OLLECTOR | 20100 | SEARS HOLDINGS MANAGEMENT | | | | \$946.04 | 1 | \$946.04 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| | TEPHENVILLE ISD | 20347 | Sears, Roebuck and Co. | | \$3,569.08 | \$3,569.08 | | | \$7,138.16 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 85. S ¹ | TEPHENVILLE ISD | 20378 | SEARS, ROEBUCK AND | | \$3,569.08 | | | | \$3,569.08 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 86. SI | JLPHUR SPRINGS ISD | 20349 | CO. Sears, Roebuck and Co. | | \$3,700.86 | \$3,700.86 | | | \$7.401.72 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | JLPHUR SPRINGS ISD | 20379 | Sears, Roebuck and Co. | | \$3,700.86 | , , , , , , , | | | | and expunged Disallowed in its entirety | full or otherwise satisfied |
| | | | | | \$3,700.86 | | | | | and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| | WEETWATER INDEPENDENT CHOOL DISTRICT | 3919 | Sears, Roebuck and Co. | | | \$2,924.21 | | | \$2,924.21 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| | arrant County | 4202 | Sears, Roebuck and Co. | | | \$326,238.91 | | | \$326,238.91 | Disallowed in its entirety | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 90. Ta | arrant County | 4617 | Sears, Roebuck and Co. | | | \$307,910.71 | | | \$307,910.71 | and expunged Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 91. Ta | ax Appraisal District of Bell County | 4677 | Sears Operations LLC | | | \$52,288.14 | | | \$52,288.14 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | AXING DISTRICTS COLLECTED BY | | Sears, Roebuck and Co. | | | | | | | and expunged | full or otherwise satisfied |
| R/ | ANDALL COUNTY | 7409 | | | | \$19,199.20 | | | | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 93. TE | ERRY CAD | 4755 | Sears Holdings Corporation | | | \$284.90 | | | \$284.90 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 94. Th | HE CITY OF MESQUITE AND ESQUITE INDEPENDENT SCHOOL | 4519 | Sears Holdings | | | \$213,745.01 | | | \$213,745.01 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 95. TH | HE CITY OF MESQUITE AND | 4705 | Corporation Sears Holdings | | | \$102,044.44 | | | \$102,044.44 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 96. TH | ESQUITE INDEPENDENT SCHOOL HE COUNTY OF HENDERSON, | 20313 | Corporation Sears Holdings | | \$3,096.94 | | | | \$3.096.94 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| TE | EXAS | | Corporation | | ******** | \$2.04F.F0 | | | | and expunged | full or otherwise satisfied |
| | HE COUNTY OF WHARTON | 4803 | Sears Operations LLC | | | \$3,045.59 | | | | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 98. TH | HE TOWN OF WINDHAM, CT | 10606 | Sears Holdings Corporation | | | \$95,144.88 | | | \$95,144.88 | Disallowed in its entirety and expunded | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 99. TH | HURSTON COUNTY TREASURER | 4373 | Sears Holdings | | | \$3,164.05 | | | \$3,164.05 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | OWN OF WINDHAM REVENUE | 8068 | Corporation Sears Holdings | | | \$58,500.70 | | | \$58,500.70 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | OLLECTOR WIN FALLS COUNTY TREASURER | 20066 | Corporation Sears Holdings | | | | \$729.00 | | \$729.00 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| | YLER INDEPENDENT SCHOOL | | Corporation | | | 604.040.47 | ψ. 23.00 | | | and expunged | full or otherwise satisfied |
| DI | STRICT | 5196 | Sears, Roebuck and Co. | | | \$24,640.17 | | | \$24,640.17 | and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 03. UI | NIFIED GOVERNMENT TREASURY | 14130 | Sears Holdings Corporation | | | | \$59,821.02 | | \$59,821.02 | Disallowed in its entirety and expunged | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 04. U | VALDE COUNTY | 5540 | Sears, Roebuck and Co. | | | \$7,927.65 | | | \$7,927.65 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 05. V | AL VERDE COUNTY | 1430 | Sears, Roebuck and Co. | | | \$5,055.13 | | | \$5,055.13 | and expunged Disallowed in its entirety | full or otherwise satisfied All amounts asserted in the Claim were paid in |

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Debtors' Twenty Second Omnibus Objection to Claims Exhibit 1 - Claims Paid In Full

| | | | | | Schedule of Satisfie | d Claims to be Disallowe | d & Expunged | | | | |
|------|-----------------------------------|--------------------------|-------------------------------|--------------------|----------------------|--------------------------|--------------|-------------------|--------------|--------------------------------------------|----------------------------------------------------------------------------|
| | | | | Asserted 503(b)(9) | Asserted | Asserted | Asserted | Asserted | Asserted | | |
| | | | | Administrative | Administrative | Secured | Priority | General Unsecured | Total | | |
| Ref | | Proof of Claim No. to be | | Priority Claim | Priority Claim | Claim | Claim | Claim | Claim | Extent of | |
| # | Name of Claimant | Disallowed and Expunged | Asserted Debtor | Amount | Amount | Amount | Amount | Amount | Amount | Allowed Claim | Reason for Proposed Disallowance |
| 206. | WASHOE COUNTY TREASURER | 19178 | Sears, Roebuck and Co. | | | \$6,476.34 | | | \$6,476.34 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | | | | | | | | | | and expunged | full or otherwise satisfied |
| 207. | WELD COUNTY TREASURER'S | 3802 | Sears, Roebuck and Co. | | | | \$3,768.20 | | \$3,768.20 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | OFFICE | | | | | | | | | and expunged | full or otherwise satisfied |
| 208. | WESLACO INDEPENDENT SCHOOL | 3767 | Sears, Roebuck and Co. | | | \$3,243.68 | | | \$3,243.68 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | DISTRICT | | | | | | | | | and expunged | full or otherwise satisfied |
| 209. | WHARTON CO JR COLL | 4352 | Sears, Roebuck and Co. | | | \$155.70 | | | \$155.70 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | | | | | | | | | | and expunged | full or otherwise satisfied |
| 210. | WHARTON CO JR COLL | 20285 | SEARS, ROEBUCK AND | | \$155.70 | | | | \$155.70 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | | | CO. | | | | | | | and expunged | full or otherwise satisfied |
| 211. | WHARTON COUNTY, TEXAS | 486 | Sears Holdings | | | \$3,045.59 | | | \$3,045.59 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | | | Corporation | | | | | | | and expunged | full or otherwise satisfied |
| 212. | WHITFIELD COUNTY TAX | 10294 | Kmart Corporation | | | | \$8,650.47 | | \$8,650.47 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | COMMISSIONER | | | | | | | | | and expunged | full or otherwise satisfied |
| 213. | WHITFIELD COUNTY TAX | 20419 | Kmart Corporation | | | | \$8,477.39 | | \$8,477.39 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | COMMISSIONER | | | | | | | | | and expunged | full or otherwise satisfied |
| 214. | WILLIAMSON COUNTY, TEXAS | 2944 | Sears, Roebuck and Co. | | | \$77,878.13 | | | \$77,878.13 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | | | | | | | | | | and expunged | full or otherwise satisfied |
| 215. | WILLIAMSON COUNTY, TEXAS | 7294 | Sears, Roebuck and Co. | | | \$73,047.81 | | | \$73,047.81 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | | | | | | | | | | and expunged | full or otherwise satisfied |
| 216. | WILLIAMSON COUNTY, TEXAS | 7907 | MaxServ, Inc. | | | \$495,711.40 | | | \$495,711.40 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | | | | | | | | | | and expunged | full or otherwise satisfied |
| 217. | WILSON COUNTY | 1276 | Sears Holdings | | | \$5,308.60 | | | \$5,308.60 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| | WIND OAD DODOUGH TAY | | Corporation | | | | | | | and expunged | full or otherwise satisfied |
| 218. | WIND GAP BOROUGH TAX COLLECTOR | 9820 | Sears Holdings | | | | | \$24,306.20 | \$24,306.20 | Disallowed in its entirety | All amounts asserted in the Claim were paid in full or otherwise satisfied |
| 040 | | 20004 | Corporation | | 00.040.04 | 11.15. 11.4.1 | | | 00.040.04 | and expunged | |
| 219. | WOOD COUNTY | 20334 | SEARS, ROEBUCK AND | - | \$2,213.94 | Unliquidated | - | - | \$2,213.94 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 000 | WOOD COUNTY | 20007 | CO. | | 00.045.71 | | | | 000:: | and expunged | full or otherwise satisfied |
| 220. | WOOD COUNTY | 20367 | SEARS, ROEBUCK AND | - | \$2,213.94 | - | - | - | \$2,213.94 | Disallowed in its entirety | All amounts asserted in the Claim were paid in |
| 000 | YAKIMA COUNTY TREASURER | 5700 | | | | 04.470.44 | | | 04.470.44 | and expunged | full or otherwise satisfied All amounts asserted in the Claim were paid in |
| 220. | TAKIWA COUNTT TREASURER | 5786 | Sears Holdings Corporation | | | \$4,176.41 | | | \$4,176.41 | Disallowed in its entirety and expunded | full or otherwise satisfied |
| | | | Corporation | | | | | | | and expunged | ruii or otherwise satisfied |

Exhibit 2

Disputed Property Tax Claims

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Debtors' Twenty Second Omnibus Objection to Claims Exhibit 2 - Disputed Claims In re: Sears Holdings Corporation, et al. Case No. 18-23538 (RDD)

| | | | | | Schedule of Sa | tisfied Claims to be Disa | llowed and Expunged | | | | |
|----------|------------------------------|-----------------------------------------------------|-------------------------------------|---------------------------------------------------------|-----------------------------------------------|----------------------------------------|--------------------------------|-----------------------------------------|--------------------------------------|--------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Ref # | Name of Claimant | Proof of Claim No. to be Disallowed and Expunged | Asserted Debtor | Asserted 503(b)(9) Administrative Priority Claim Amount | Asserted Administrative Priority Claim Amount | Asserted Secured Claim Amount | Asserted Priority Claim Amount | Asserted General Unsecured Claim Amount | Asserted Total Claim Amount | Debtors' Estimated Allowed Amount | Reason for Proposed Disallowance |
| . CLE | RMONT COUNTY TREASURER | 20187 | Kmart Corporation | - | - | \$102,080.01 | - | - | \$102,080.01 | \$0.00 | Claim is not adequately supported |
| 2. COL | JNTY OF LEXINGTON | 8383 | Sears Holdings Corporation | - | - | \$25,088.62 | - | - | \$25,088.62 | \$0.00 | The Claim asserts amounts owed subsequent to the termination of the corresponding lease |
| 3. DES | SOTO COUNTY, MISSISSIPPI | 19770 | Sears, Roebuck and Co. | - | - | - | \$545,014.50 | - | \$545,014.50 | \$0.00 | Claim is not adequately supported |
| 4. KING | G COUNTY TREASURY | 11206 | Sears, Roebuck and Co. | - | - | \$22,533.47 | - | - | \$22,533.47 | \$0.00 | All asserted amounts are either paid / satisfied or relate to properties which are not a part of the Sears Estate |
| 5. LEE | COUNTY TAX COLLECTOR | 19900 | Florida Builder Appliances, Inc. | - | - | \$4,152.21 | - | - | \$4,152.21 | \$0.00 | The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC. |
| 6. MIAI | MI-DADE COUNTY TAX COLLECTOR | 7737 | Sears Holdings Corporation | - | - | \$1,090.98 | - | - | \$1,090.98 | \$0.00 | The Claim refers to a property which is not a part of the Sears Estate |
| 7. MON | NTGOMERY COUNTY | 19910 | Sears, Roebuck and Co. | - | - | \$3,735.84 | - | - | \$3,735.84 | \$0.00 | The Claim refers to a property which is not a part of the Sears Estate |
| | M BEACH COUNTY TAX LECTOR | 11359 | Sears, Roebuck and Co. | - | - | \$26,159.12 | - | - | \$26,159.12 | \$0.00 | The Claim was satisfied and/or released, as associated contract was assumed and assigned to Transform Holdco LLC. |
| 9. Was | shoe County Treasurer | 26217 | Sears Holdings Corporation | - | - | - | \$7,654.28 | - | \$7,654.28 | \$0.00 | The Claim was satisfied and/or released, as a portion of the claim has been paid and the associated contract was assumed and assigned to Transform Holdco LLC.for the remaining amount |

* Asserted amount includes any unliquidated amounts.

Exhibit 3

Duplicate/Amended Property Tax Claims

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Debtors' Twenty Second Omnibus Objection to Claims Exhibit 3 - Amended or Duplicate Claims

| | | | | | ms to be Disallowed | | | | | | | · | | | ng Claims | | | | |
|----------|------------------------------------|----------------------------------|-------------------------------|------------------------------------------------------------|-----------------------------------------------------------|-------------------------------------------|--------------------------------------------|--------------------------------------------|-----------------------------------------|-----------------------------------------|---------------------------------------------------------------------------------------------------------------|------------------------|-------------------------------|------------------------------------------------------------|-----------------------------------------------------------|-------------------------------------------|--------------------------------------------|--------------------------------------------|-----------------------------------------|
| Ref # | Name of Claimant | Claim No. to be Disallowed | Asserted Debtor | Asserted 503(b)(9) Administrative Priority Claim Amount ** | Asserted Administrative Priority Claim Amount ** | Asserted Secured Claim Amount ** | Asserted Priority Claim Amount ** | Asserted General Unsecured Claim Amount ** | Asserted Total Claim Amount ** | Reason for Claim to be Disallowed | Name of Claimant | Surviving Claim No. | * Asserted Debtor | Asserted 503(b)(9) Administrative Priority Claim Amount ** | Asserted Administrative Priority Claim Amount ** | Asserted Secured Claim Amount ** | Asserted Priority Claim Amount ** | Asserted General Unsecured Claim Amount ** | Asserted Total Claim Amount ** |
| 1. | ANDERSON COUNTY, TEXAS | 440 | SEARS OPERATIONS | | | \$7,029.77 | | 7.11.0 | \$7,029.77 | Duplicate | | | | | | | | | |
| 2. | ANDERSON COUNTY, TEXAS | 3801 | LLC SEARS, ROEBUCK | | | \$7,029.77 | | | \$7,029.77 | Duplicate | ANDERSON COUNTY, TEXAS | 3818 | SEARS HOLDINGS CORPORATION | | | \$7,029.77 | | | \$7,029.77 |
| | | | AND CO. | | | | | | | | | | | | | | | | |
| 3. | ATLANTA ISD | 20322 | SEARS, ROEBUCK AND CO. | | \$1,955.67 | | | | \$1,955.67 | Duplicate | ATLANTA ISD | 20499 | SEARS, ROEBUCK AND CO. | | \$1,955.67 | | | | \$1,955.67 |
| 4. | BASTROP COUNTY | 2349 | SEARS, ROEBUCK AND CO. | | | \$7,661.93 | | | \$7,661.93 | Duplicate | BASTROP COUNTY | 4806 | SEARS OPERATIONS LLC | | | \$7,661.93 | | | \$7,661.93 |
| 5. | Bell County Tax Appraisal District | 391 | Sears Holdings Corporation | | | \$52,288.14 | | | \$52,288.14 | Duplicate | | | 0 | | | | | | |
| 6. | Bell County Tax Appraisal District | 3047 | Sears, Roebuck and Co. | | | \$52,288.14 | | | \$52,288.14 | Duplicate | Tax Appraisal District of Bell County | 4677 | Sears Operations LLC | | | \$52,288.14 | | | \$52,288.14 |
| 7. | Bowie CAD | 1466 | Kmart Stores of Texas LLC | | | \$109,848.12 | | | \$109,848.12 | Duplicate | | | | | | | | | |
| 8. | Bowie CAD | 1474 | Kmart Corporation | | | \$109,848.12 | | | \$109,848.12 | Duplicate | _ | | | | | | | | |
| 9. | Bowie Central Appraisal District | 2129 | Sears Operations LLC | | | \$109,848.12 | | | \$109,848.12 | Duplicate | Bowie CAD | 418 | Sears Holdings Corporation | | | \$109,848.12 | | | \$109,848.12 |
| 10. | Bowie Central Appraisal District | 3805 | Sears, Roebuck and Co. | | | \$109,848.12 | | | \$109,848.12 | Duplicate | _ | | | | | | | | |
| 11. | Bowie CAD | 418 | Sears Holdings Corporation | | | \$109,848.12 | | | \$109,848.12 | Amended | Bowie Central Appraisal District, collecting property taxes for The County of Bowie, Texas, The City of | 26252 | Sears Holdings Corporation | | | \$21,052.46 | | | \$21,052.46 |
| 12. | Bowie Central Appraisal District | 6998 | Sears Holdings Corporation | | | \$115,340.57 | | | \$115,340.57 | Amended | Bowie Central Appraisal District, Texas | 20403 | Sears Holdings Corporation | | | \$17,122.85 | | | \$17,122.85 |
| 13. | BRAZOS COUNTY, TEXAS | 333 | SEARS HOLDINGS CORPORATION | | | \$27,941.92 | | | \$27,941.92 | Duplicate | BRAZOS COUNTY, TEXAS | 4808 | SEARS OPERATIONS LLC | | | \$27,941.92 | | | \$27,941.92 |
| | BROWN COUNTY APPRAISAL DISTRICT | 3373 | SEARS OPERATIONS LLC | | | \$9,022.91 | | | \$9,022.91 | Duplicate | BROWN COUNTY APPRAISAL DISTRICT | 4717 | SEARS, ROEBUCK AND CO. | | | \$9,022.91 | | | \$9,022.91 |
| 15. | CAMERON COUNTY | 20247 | SEARS, ROEBUCK AND CO. | | | \$50,821.96 | | | \$50,821.96 | Duplicate | CAMERON COUNTY | 20413 | KMART CORPORATION | | | \$50,821.96 | | | \$50,821.96 |
| 16. | CHEROKEE COUNTY CAD | 398 | SEARS OPERATIONS LLC | | | \$3,260.95 | | | \$3,260.95 | Duplicate | CHEROKEE COUNTY CAD | 2073 | SEARS HOLDINGS CORPORATION | | | \$3,260.95 | | | \$3,260.95 |
| 17. | CITY OF ATLANTA | 20321 | SEARS, ROEBUCK AND CO. | | \$1,017.32 | | | | \$1,017.32 | Duplicate | CITY OF ATLANTA | 20498 | SEARS, ROEBUCK AND CO. | | \$1,017.32 | | | | \$1,017.32 |
| 18. | CITY OF EAGLE PASS | 20382 | SEARS, ROEBUCK AND CO. | | \$1,492.72 | | | | \$1,492.72 | Duplicate | CITY OF EAGLE PASS | 20495 | SEARS, ROEBUCK AND CO. | | \$1,492.72 | | | | \$1,492.72 |
| 19. | CITY OF FRISCO | 20315 | SEARS, ROEBUCK AND CO. | | \$1,080.25 | | | | \$1,080.25 | Duplicate | CITY OF FRISCO | 20496 | SEARS, ROEBUCK AND CO. | | \$1,080.25 | | | | \$1,080.25 |
| 20. | CITY OF STEPHENVILLE | 20348 | SEARS, ROEBUCK AND CO. | | \$1,331.85 | | | | \$1,331.85 | Duplicate | CITY OF STEPHENVILLE | 20361 | SEARS, ROEBUCK AND CO. | | \$1,331.85 | | | | \$1,331.85 |
| 21. | CITY OF SULPHUR SPRINGS | 20319 | SEARS, ROEBUCK AND CO. | | \$1,205.78 | | | | \$1,205.78 | Duplicate | | | | | | | | | |
| 22. | CITY OF SULPHUR SPRINGS | 20504 | SEARS, ROEBUCK AND CO. | | \$1,205.78 | | | | \$1,205.78 | Duplicate | CITY OF SULPHUR SPRINGS | 3574 | SEARS, ROEBUCK AND CO. | | | \$1,205.78 | | | \$1,205.78 |

^{*} As a result of administrative procedures, the surviving claim no. may be lower than the claim no. to be disallowed.
** Asserted amount includes any unliquidated amounts.

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Debtors' Twenty Second Omnibus Objection to Claims Exhibit 3 - Amended or Duplicate Claims

| | | 1 | Asserted 503(b)(9) | ms to be Disallowed Asserted | Asserted | Asserted | Asserted | Asserted | | | | 1 | Asserted 503(b)(9) | ng Claims Asserted | Asserted | Asserted | Asserted | Asserted |
|----------------------------------------------------------------|----------------------------------|-------------------------------|-----------------------------------------|-----------------------------------------|-------------------------------|--------------------------|-----------------------------------|-----------------------------|-----------------------------------------|------------------------------------------------------------|------------------------|-------------------------------|-----------------------------------------|-----------------------------------------------|-------------------------------|--------------------------|-----------------------------------|-----------------------------|
| Ref # Name of Claimant | Claim No. to be Disallowed | Asserted * Debtor | Administrative Priority Claim Amount ** | Administrative Priority Claim Amount ** | Secured Claim Amount ** | Priority Claim Amount ** | General Unsecured Claim Amount ** | Total Claim Amount ** | Reason for Claim to be Disallowed | Name of Claimant | Surviving Claim No. | Asserted Debtor | Administrative Priority Claim Amount ** | Administrative Priority Claim Amount ** | Secured Claim Amount ** | Priority Claim Amount ** | General Unsecured Claim Amount ** | Total Claim Amount ** |
| 23. CITY OF WACO AND/OR WACO INDEPENDENT SCHOOL DISTRICT | 7287 | SEARS HOLDINGS CORPORATION | Amount | \$55,260.99 | Amount | Amount | Amount | \$55,260.99 | Amended | CITY OF WACO AND/OR WACO INDEPENDENT SCHOOL DISTRICT | | SEARS, ROEBUCK AND CO. | Amount | Amount | \$41,166.43 | Amount | Amount | \$41,166.43 |
| 24. CITY OF WACO AND/OR WACO INDEPENDENT SCHOOL DISTRICT | 497 | SEARS, ROEBUCK AND CO. | | | \$1,474.56 | | | \$1,474.56 | Duplicate | CITY OF WACO AND/OR WACO INDEPENDENT SCHOOL DISTRICT | 2319 | SEARS HOLDINGS CORPORATION | | | \$1,474.56 | | | \$1,474.56 |
| 25. Dallas County | 20327 | Sears, Roebuck and Co. | | \$1,059,413.65 | | | | \$1,059,413.65 | Duplicate | Dallas County | 20365 | Sears, Roebuck and Co. | | \$1,059,413.65 | | | | \$1,059,413.65 |
| 26. DENTON COUNTY, TEXAS | 2263 | SEARS OPERATIONS LLC | | | \$34,419.06 | | | \$34,419.06 | Duplicate | DENTON COUNTY, TEXAS | 2267 | SEARS, ROEBUCK AND CO. | | | \$34,419.06 | | | \$34,419.06 |
| 27. EAGLE PASS ISD | 20385 | SEARS, ROEBUCK AND CO. | | \$3,206.60 | | | | \$3,206.60 | Duplicate | EAGLE PASS ISD | 20494 | SEARS, ROEBUCK AND CO. | | \$3,206.60 | | | | \$3,206.60 |
| 28. ELKO COUNTY TREASURER | 19073 | SEARS, ROEBUCK AND CO. | | | | \$9,369.19 | | \$9,369.19 | Duplicate | ELKO COUNTY TREASURER | 20543 | SEARS, ROEBUCK AND CO. | | | | \$9,376.19 | | \$9,376.19 |
| 29. ELLIS COUNTY | 20323 | SEARS, ROEBUCK AND CO. | | \$8,483.16 | | | | \$8,483.16 | Duplicate | ELLIS COUNTY | 20506 | SEARS, ROEBUCK AND CO. | | \$8,483.16 | | | | \$8,483.16 |
| 30. ERATH COUNTY, TEXAS | 437 | SEARS OPERATIONS LLC | | | \$994.52 | | | \$994.52 | Duplicate | | | SEARS HOLDINGS | | | | | | |
| 31. ERATH COUNTY, TEXAS | 3532 | SEARS, ROEBUCK AND CO. | | | \$994.52 | | | \$994.52 | Duplicate | ERATH COUNTY, TEXAS | 3794 | CORPORATION | | | \$994.52 | | | \$994.52 |
| 32. HARRISON CENTRAL APPRAISAL DISTRICT | 445 | SEARS OPERATIONS LLC | | | \$4,765.82 | | | \$4,765.82 | Duplicate | HARRISON CAD | 2948 | SEARS HOLDINGS CORPORATION | | | \$4,765.82 | | | \$4,765.82 |
| 33. HARRISON COUNTY, TEXAS | 441 | SEARS OPERATIONS LLC | | | \$890.47 | | | \$890.47 | Duplicate | HARRISON COUNTY, TEXAS | 2264 | SEARS HOLDINGS CORPORATION | | | \$890.47 | | | \$890.47 |
| 34. HAYS COUNTY, TEXAS | 475 | SEARS OPERATIONS LLC | | | \$393.58 | | | \$393.58 | Duplicate | HAYS COUNTY, TEXAS | 3799 | SEARS HOLDINGS CORPORATION | | | \$393.58 | | | \$393.58 |
| 35. HOOD CAD | 20320 | SEARS, ROEBUCK AND CO. | | \$4,143.91 | | | | \$4,143.91 | Duplicate | HOOD CAD | 20497 | SEARS, ROEBUCK AND CO. | | \$4,143.91 | | | | \$4,143.91 |
| 36. HOPKINS COUNTY | 20324 | SEARS, ROEBUCK AND CO. | | \$2,397.55 | | | | \$2,397.55 | Duplicate | HOPKINS COUNTY | 20500 | SEARS, ROEBUCK AND CO. | | \$2,397.55 | | | | \$2,397.55 |
| 37. IRVING ISD | 20350 | SEARS, ROEBUCK AND CO. | | \$8,456.26 | | | | \$8,456.26 | Duplicate | IRVING ISD | 20360 | SEARS, ROEBUCK AND CO. | | \$8,456.26 | | | | \$8,456.26 |
| 38. MCLENNAN COUNTY | 20231 | SEARS, ROEBUCK AND CO. | | | \$12,535.78 | | | \$12,535.78 | Duplicate | MCLENNAN COUNTY | 20375 | SEARS, ROEBUCK AND CO. | | | \$12,535.78 | | | \$12,535.78 |
| 39. MEXIA INDEPENDENT SCHOOL DISTRICT | 7178 | SEARS, ROEBUCK AND CO. | | \$3,448.92 | | | | \$3,448.92 | Duplicate | MEXIA INDEPENDENT SCHOOL DISTRICT | 7322 | SEARS HOLDINGS CORPORATION | | \$3,448.92 | | | | \$3,448.92 |
| 40. MIDLAND CAD | 478 | SEARS HOLDINGS CORPORATION | | | \$18,546.33 | | | \$18,546.33 | Duplicate | MIDLAND CENTRAL APPRAISAL DISTRICT | 3809 | SEARS OPERATIONS LLC | | | \$18,546.33 | | | \$18,546.33 |
| 41. Tarrant County | 20332 | Sears, Roebuck and Co. | | \$157,404.19 | | | | \$157,404.19 | Duplicate | Tarrant County | 20356 | Sears, Roebuck and Co. | | \$157,404.19 | | | | \$157,404.19 |
| 42. Bell County TAD | 7040 | Sears Holdings Corporation | | \$54,902.65 | | | | \$54,902.65 | Amended | | | Sears Holdings | | | | | | |
| 43. Tax Appraisal District of Bell County, Texas | 20396 | Sears Holdings Corporation | | | \$48,476.78 | | | \$48,476.78 | Amended | Tax Appraisal District of Bell County | 26093 | Corporation | | \$45,297.05 | | | | \$45,297.05 |
| 44. TERRY CAD | 544 | SEARS OPERATIONS LLC | | | \$284.90 | | | \$284.90 | Duplicate | TERRY CAD | 4755 | SEARS HOLDINGS CORPORATION | | | \$284.90 | | | \$284.90 |
| 45. TWIN FALLS COUNTY TREASURER | 17198 | SEARS HOLDINGS CORPORATION | | | | \$729.00 | | \$729.00 | Duplicate | TWIN FALLS COUNTY TREASURER | 20066 | SEARS HOLDINGS CORPORATION | | | | \$729.00 | | \$729.00 |
| 46. WILLIAMSON COUNTY, TEXAS | 483 | SEARS HOLDINGS CORPORATION | | | \$77,878.13 | | | \$77,878.13 | Duplicate | WILLIAMSON COUNTY, TEXAS | 2944 | SEARS, ROEBUCK AND CO. | | | \$77,878.13 | | | \$77,878.13 |
| 47. WILLIAMSON COUNTY, TEXAS | 7212 | SEARS HOLDINGS CORPORATION | | | \$73,047.81 | | | \$73,047.81 | Duplicate | | | SEARS, ROEBUCK | | | | | | |
| 48. WILLIAMSON COUNTY, TEXAS | 7252 | SEARS, ROEBUCK AND CO. | | | \$73,047.81 | | | \$73,047.81 | Duplicate | WILLIAMSON COUNTY, TEXAS | 7294 | AND CO. | | | \$73,047.81 | | | \$73,047.81 |
| 49. YAVAPAI COUNTY TREASURER | 12668 | SEARS HOLDINGS CORPORATION | | | \$2,580.01 | | | \$2,580.01 | Duplicate | YAVAPAI COUNTY TREASURER | 12715 | SEARS HOLDINGS CORPORATION | | | \$2,580.01 | | | \$2,580.01 |

^{*} As a result of administrative procedures, the surviving claim no. may be lower than the claim no. to be disallowed.
** Asserted amount includes any unliquidated amounts.